

TENNECO INC  
Form DEF 14A  
April 04, 2018  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant        Filed by a Party other than the Registrant  
Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Tenneco Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1 Title of each class of securities to which transaction applies:
- 2 Aggregate number of securities to which transaction applies:
- 3 Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4 Proposed maximum aggregate value of transaction:

5 Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1

Amount Previously Paid:

2 Form, Schedule or Registration Statement No.:

3 Filing Party:

4 Date Filed:

SEC 1913 (02-02) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table of Contents**

**Proxy Statement and  
Notice of 2018 Annual Meeting**

*Pioneering global ideas for cleaner air and  
smoother, quieter and safer transportation*

**Wednesday, May 16, 2018 at 10:00 a.m. Central Time**

*Tenneco Headquarters 500 North Field Drive  
Lake Forest, IL 60045*

**Table of Contents**

**To the Stockholders of Tenneco Inc.:**

We are pleased to inform you that Tenneco's 2018 Annual Meeting of Stockholders will be held Wednesday, May 16, 2018, at 10:00 a.m., Central Time, at our headquarters at 500 North Field Drive in Lake Forest, Illinois. A record of our activities for the year 2017 is contained in our Form 10-K, but as we prepare for the Annual Meeting, we want to share with you our thoughts on our 2017 performance, and the bright future ahead for Tenneco.

Our results for 2017 clearly demonstrate the effectiveness of our strategies and the progress we're making on realizing our vision for Tenneco. We're generating profitable growth, continuously improving operations, and investing to achieve long-term success. Some of the key financial highlights for 2017 include:

- Record full-year revenue of \$9.3 billion, including double-digit growth in commercial truck and off-highway;
- Record full-year cash flows from operations of \$629 million; and
- Returns to shareholders of \$222 million, and from 2015 through 2017 returns to shareholders of \$660 million.

Looking ahead, we expect continued revenue growth that outpaces industry production, driven by our outstanding position on light vehicle platforms globally, increased emissions regulations requiring incremental Clean Air content and growing demand for electronic suspension technologies and our aftermarket products. We're also investing in our global operations to improve manufacturing efficiencies and our cost competitiveness.

Tenneco has a strong track record of solid execution, profitable growth and value creation, and we're excited about the bright future we see ahead.

Thank you for your confidence and continued support.

Gregg M. Sherrill  
Executive Chairman  
Tenneco Inc.

Brian J. Kessler  
Chief Executive Officer  
Tenneco Inc.

**Table of Contents**

**NOTICE OF  
ANNUAL MEETING OF STOCKHOLDERS**

**What:** The Annual Meeting of Stockholders of Tenneco Inc.

**When:** Wednesday, May 16, 2018, at 10:00 a.m., Central Time

**Where:  
Items of** Tenneco Headquarters, 500 North Field Drive, Lake Forest, Illinois 60045

- Business:**
1. To elect the 10 director nominees listed in this proxy statement;
  2. To ratify the appointment of PricewaterhouseCoopers LLP as independent public accountants for 2018;
  3. To approve our executive compensation in an advisory vote; and
  4. To consider any other matters, if properly raised.

**Who may vote:** Holders of common stock of record at the close of business on March 19, 2018.

**Voting:** YOUR VOTE IS VERY IMPORTANT. All stockholders are cordially invited to attend the Annual Meeting, but if you are not able to attend in person, please submit your vote as soon as possible as instructed in the Notice, proxy card or voting instruction form. You can vote via mail, telephone or the Internet.

Stockholders of record have been mailed a Notice of Internet Availability of Proxy Materials, which provides stockholders with instructions on how to access our proxy materials and our Form 10-K on the Internet and, if they prefer, how to request paper copies of these materials.

We believe that posting these materials on the Internet provides stockholders with the information that they need, while lowering our costs of printing and delivery and reducing the environmental impact of the Annual Meeting.

**Questions:**

Edgar Filing: TENNECO INC - Form DEF 14A

For any questions regarding the Annual Meeting, please contact Tenneco at (847) 482-5000,  
attention: Corporate Secretary.

By Order of the Board of Directors

Brandon B. Smith

Corporate Secretary

Lake Forest, Illinois

April 4, 2018

**Table of Contents****TABLE OF CONTENTS**

	<b>PAGE</b>
<b><u>Proxy Summary</u></b>	1
<u>2017 Performance Highlights</u>	1
<u>Annual Meeting of Shareholders</u>	1
<u>Voting Recommendations of the Board</u>	1
<u>Director Nominees</u>	2
<u>Key Features of Our Executive Compensation Program</u>	2
<u>Governance Highlights</u>	3
<b><u>Questions and Answers</u></b>	4
<b><u>Election of Directors (Item 1)</u></b>	8
<b><u>Nominees for Election to the Board of Directors</u></b>	9
<b><u>Corporate Governance</u></b>	14
<u>Overview</u>	14
<u>The Board of Directors and Its Committees</u>	17
<u>Board Leadership Structure</u>	17
<u>Role of Board of Directors in Risk Oversight</u>	18
<u>Director Independence</u>	19
<u>Board Meetings</u>	19
<u>Compensation/Nominating/Governance Committee and Subcommittee</u>	19
<u>Consideration of Director Nominees</u>	22
<u>Audit Committee</u>	23
<u>Accounting Complaints and Communications with the Directors</u>	24
<u>Transactions with Related Persons</u>	25
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	26
<b><u>Ownership of Common Stock</u></b>	27
<u>Management</u>	27
<u>Certain Other Stockholders</u>	28
<b><u>Executive Compensation</u></b>	30
<u>Compensation Discussion and Analysis</u>	30
<u>Executive Summary</u>	30
<u>Highlights of our Executive Compensation Practices</u>	32
<u>Compensation Objectives</u>	33
<u>Compensation Process</u>	33
<u>Design and Elements of Compensation</u>	34
<u>Equity Award Policy</u>	42
<u>Stock Ownership Guidelines</u>	42
<u>Anti-Hedging Policy and Trading Restrictions</u>	43
<u>Anti-Pledging Policy</u>	43
<u>Clawback Policy</u>	43
<u>Impact of Regulatory Requirements on Compensation</u>	44

**Table of Contents**

<u>Summary Compensation Table</u>	45
<u>Grants of Plan-Based Awards During 2017</u>	48
<u>Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table</u>	49
<u>Annual Bonus and Non-Equity Incentive Plan Awards</u>	49
<u>Stock Awards</u>	50
<u>Option Awards</u>	50
<u>Employment Agreements and Other Employment Arrangements</u>	50
<u>Outstanding Equity Awards at December 31, 2017</u>	52
<u>Option Exercises and Stock Vested During 2017</u>	54
<u>Post-Employment Compensation</u>	54
<u>Pension Benefits Table</u>	54
<u>Tenneco Employees Retirement Plan (formerly Tenneco Retirement Plan for Salaried Employees)</u>	55
<u>Tenneco Supplemental Retirement Plan</u>	55
<u>2006 Changes in Defined Benefits</u>	56
<u>Nonqualified Defined Contribution and Other Deferred Compensation Plans Table</u>	57
<u>Other Potential Post-Employment Compensation</u>	57
<u>Compensation-Related Risk</u>	61
<u>Pay Ratio Disclosure</u>	61
<u>Employees Covered</u>	61
<u>Methodology Employed to Determine the Median Employee</u>	62
<u>Methodology Employed to Determine Mr. Kessler's 2017 Compensation</u>	62
<u>Director Compensation</u>	62
<u>Fee Structure</u>	62
<u>Stock Grants</u>	63
<u>Deferred Compensation Plan</u>	63
<u>Compensation/Nominating/Governance Committee Interlocks and Insider Participation</u>	63
<b><u>Compensation/Nominating/Governance Committee Report on Executive Compensation</u></b>	64
<b><u>Report of Audit Committee</u></b>	65
<b><u>Ratify Appointment of Independent Public Accountants (Item 2)</u></b>	67
<u>Audit, Audit-Related, Tax and All Other Fees</u>	67
<u>Pre-Approval Policy</u>	68
<b><u>Approve Executive Compensation in an Advisory Vote (Item 3)</u></b>	69
<b><u>Incorporation by Reference</u></b>	71
<b><u>Directions to Annual Meeting</u></b>	71
<b><u>Delivery of Documents to Stockholders Sharing an Address</u></b>	71
<b><u>Submission of Stockholder Proposals</u></b>	72
<u>Stockholder Proposals - Inclusion in Company Proxy Statement</u>	72
<u>Other Stockholder Proposals - Discretionary Voting Authority and By-Laws</u>	72



**Table of Contents**

**IMPORTANT NOTICE REGARDING THE  
AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 16, 2018**

Pursuant to the notice and access rules adopted by the Securities and Exchange Commission, we have elected to provide stockholders access to our proxy materials over the Internet. Accordingly, we mailed a Notice of Internet Availability of Proxy Materials (the Notice ) on April 4, 2018 to our stockholders of record. The Notice provides you with instructions regarding how to:

- View our proxy materials for the Annual Meeting and our Form 10-K (which includes our audited financial statements) on the Internet at [www.proxyvote.com](http://www.proxyvote.com);
- Instruct us to provide our future proxy materials to you electronically by email; and
- If you prefer, request paper copies of our proxy materials and Form 10-K.

Plan participants who hold Tenneco shares in their 401(k) accounts and other stockholders who have previously requested paper copies of these materials may receive these materials by email or by mail. We elected to use electronic notice and access for our proxy materials because this process will reduce our printing and mailing costs and, by reducing the amount of printed materials, will reduce the environmental impact of our annual meeting of stockholders. Choosing to receive your future proxy materials by email will help us in these efforts. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

**Table of Contents**

**PROXY STATEMENT**

The Board of Directors of Tenneco Inc. has made these proxy materials available to you on the Internet, or, upon your request, has delivered printed versions of these materials to you by mail. We first released these proxy materials to our stockholders on or about April 4, 2018. We are furnishing this proxy statement in connection with the solicitation by our Board of Directors of proxies to be voted at the Annual Meeting of Stockholders on May 16, 2018, or at any adjournment or postponement thereof.

**PROXY SUMMARY**

The following summary sets forth certain performance highlights, as well as information contained elsewhere in this proxy statement. You should read the entire proxy statement before casting your vote.

**2017 Performance Highlights**

- Record full-year revenue of \$9.3 billion, including double-digit growth in commercial truck and off-highway;
- Record full-year cash flows from operations of \$629 million; and
- Returns to shareholders of \$222 million through dividends and share repurchases and from 2015 through 2017 returns to shareholders of \$660 million.

**Annual Meeting of Shareholders**

**WHEN:** May 16, 2018, 10:00 a.m. Central Time

**WHERE:** Tenneco Headquarters, 500 North Field Drive, Lake Forest, IL 60045

You are entitled to vote at the meeting if you were a holder of record of our common stock at the close of business on March 19, 2018. Please see pages 4-5 for instructions on how to vote your shares.

**Voting Recommendations of the Board**

<b>Item</b>	<b>Description</b>	<b>For</b>	<b>Against</b>	<b>Page</b>
1.	Elect Directors	X		8
2.	Ratify appointment of the independent auditor	X		67
3.	Approve, on an advisory basis, named executive officer compensation	X		69

**Table of Contents****Director Nominees**

The Board has nominated the following individuals to stand for election for a one-year term expiring at the annual meeting of stockholders in 2019. Each nominee is independent other than Messrs. Kessler and Sherrill. You can find additional information under Election of Directors (Item 1) beginning on page 8.

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Professional Background</b>	<b>Board Committees</b>
Thomas C. Freyman	63	2013	Former CFO, Abbott	Audit
Brian J. Kessler	51	2016	CEO, Tenneco	
Dennis J. Letham	66	2007	Former CFO, Anixter International	Audit
James S. Metcalf	60	2014	Chairman of the Board and Chairman of the Executive Committee, NCI Building Systems, Inc., Former Chairman, President and CEO, USG Corporation	Audit
Roger B. Porter	71	1998	Professor of Business and Government, Harvard University; Former assistant to President George H.W. Bush for economic and domestic policy	CNG
David B. Price, Jr.	72	1999	Former President, Noveon Inc.	CNG
Gregg M. Sherrill	65	2007	Executive Chairman, Tenneco; Former Chairman and CEO, Tenneco	
Paul T. Stecko	73	1998	Former Chairman and CEO, Packaging Corporation of America	CNG, Lead Director
Jane L. Warner	71	2004	Former Executive Vice President, Illinois Tool Works	Audit
Roger J. Wood	55	2016	CEO and Chairman, Fallbrook Technologies Inc.	CNG

**Key Features of Our Executive Compensation Program**

- Pay-for-performance strategy aligns executive and stockholder financial interests (page 34)
- Incentive compensation made up approximately 84% of target CEO pay in 2017 (page 31)
- Incentive pay programs feature multiple performance metrics (pages 37-39)
- Rigorous stock ownership requirements for officers and directors (pages 42-43)

- No pledging or hedging of Tenneco stock by officers or directors (page 43)
- Clawback policy that requires reimbursement of incentive compensation in certain circumstances (page 43)

**Table of Contents**

**Governance Highlights**

- Eight of our 10 current directors are independent (page 17)
- Directors elected annually and majority voting for all directors
- Stockholders meeting certain requirements may nominate directors and have them included in the proxy statement, known as proxy access (page 72)
- Extensive Board oversight of risk management, with particular focus on our strategic, operational, compliance and financial risks (pages 17-19)
- Separate Chairman and CEO, and Lead Independent Director (page 17)
- Executive sessions of independent directors conducted after every regularly scheduled Board meeting (page 18)
- Comprehensive annual self-assessments of Board and its committees
- No poison pill
- Code of Conduct for directors, officers and employees and an additional Code of Ethical Conduct for Financial Managers that applies to our CEO, COO, CFO and other key financial managers

**Table of Contents**

**QUESTIONS AND ANSWERS**

***What is the purpose of the Annual Meeting?***

At the Annual Meeting, stockholders will consider and vote on the following matters:

- The election of the 10 nominees named in this proxy statement to our Board of Directors, each for a term of one year;
- The ratification of the appointment of PricewaterhouseCoopers LLP as our independent public accountants for the fiscal year ending December 31, 2018; and
- To approve our executive compensation in an advisory vote.

The stockholders will also act on any other business that may properly come before the Annual Meeting.

***What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

If your shares are registered directly in your name with our transfer agent, Equiniti Trust Company, you are considered, with respect to those shares, the stockholder of record. If your shares are held in a stock brokerage account or by a bank or other record holder, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you have the right to direct your broker, bank or other record holder on how to vote your shares, and you are also invited to attend the Annual Meeting. Your broker, bank or other record holder should have enclosed or provided voting instructions for you to use in directing the voting of your shares.

***Who may attend the Annual Meeting?***

Anyone who was a stockholder as of the close of business on March 19, 2018 may attend the Annual Meeting.

***Who is entitled to vote at the Annual Meeting?***

Only holders of record of our common stock at the close of business on March 19, 2018 are entitled to vote. There were 51,425,303 shares of common stock outstanding on March 19, 2018. Stockholders are entitled to cast one vote per share on all matters.

***How do I vote my shares in person at the Annual Meeting?***

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, bank or other record holder that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

***How do I vote my shares without attending the Annual Meeting?***

There are three ways to vote by proxy:

- By Internet You can vote over the Internet by following the instructions on the Notice or proxy card;



## Table of Contents

- **By Mail** If you received your proxy materials by mail, you can vote by filling out the accompanying proxy card and returning it in the return envelope that we have enclosed for you; or

- **By Telephone** You can vote by telephone by following the instructions on the proxy card.

If you received a proxy card in the mail but choose to vote by Internet or by telephone, you do not need to return your proxy card.

If your shares are held in the name of a bank, broker or other record holder, follow the voting instructions on the form that you receive from them. The availability of telephone and Internet voting will depend on the bank's, broker's or other record holder's voting process. Your bank, broker or other record holder may not be permitted to exercise voting discretion as to some of the matters to be acted upon. Therefore, please give voting instructions to your bank, broker or other record holder.

Unless you hold your shares through the company's 401(k) plan, you may vote via the Internet or by phone until 11:59 p.m. Eastern Time, on May 15, 2018, or the company's agent must receive your paper proxy card on or before May 15, 2018. If you hold your shares through the company's 401(k) plan, you may vote via the Internet or by phone until 11:59 p.m., Eastern Time, on May 13, 2018, or the company's agent must receive your paper proxy card on or before May 13, 2018.

### *How will my proxy be voted?*

All properly completed, unrevoked proxies that are timely received will be voted in accordance with the specifications made.

If a properly executed, unrevoked written proxy card does not specifically direct the voting of shares covered, the proxy will be voted:

- **FOR** the election of all nominees for election as director described in this proxy statement;
- **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent public accountants for 2018;
- **FOR** the approval, in an advisory vote, of our executive compensation; and
- in accordance with the judgment of the persons named in the proxy as to such other matters as may properly come before the Annual Meeting.

The Board of Directors is not aware of any other matters that may properly come before the Annual Meeting. However, should any such matters come before the Annual Meeting, it is the intention of the persons named in the

enclosed form of proxy card to vote all proxies (unless otherwise directed by stockholders) in accordance with their judgment on such matters.

*May I revoke or change my vote?*

If you are a stockholder of record, you may revoke your proxy at any time before it is actually voted by giving written notice of revocation to our Corporate Secretary, by delivering a proxy bearing a later date (including by telephone or by Internet) or by attending and voting in person at the Annual Meeting. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically make that request. If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other record holder or, if you have obtained a legal proxy from your bank, broker or other record holder giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

## **Table of Contents**

### ***Will my vote be made public?***

All proxies, ballots and voting materials that identify the votes of specific stockholders will generally be kept confidential, except as necessary to meet applicable legal requirements and to allow for the tabulation of votes and certification of the vote.

### ***What constitutes a quorum, permitting the Annual Meeting to conduct its business?***

The presence at the Annual Meeting, in person or by proxy, of holders of a majority of the issued and outstanding shares of common stock as of the record date is considered a quorum for the transaction of business. If you submit a properly completed proxy or if you appear at the Annual Meeting to vote in person, your shares of common stock will be considered part of the quorum.

Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a bank, broker or other record holder holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. The election of directors (Item 1) and the advisory vote on executive compensation (Item 3) are non-discretionary items. If you do not instruct your bank, broker or other record holder how to vote with respect to any of these items, your bank, broker or other record holder may not vote with respect to the applicable proposal and those votes will be counted as broker non-votes.

### ***How many votes are needed to approve a proposal?***

Assuming the presence of a quorum, each director nominee receiving a majority of the votes cast at the Annual Meeting (in person or by proxy) will be elected as a director. A majority of the votes cast means the number of For votes cast exceeds the number of Against votes cast. A proxy marked Abstain with respect to any director will not be counted in determining the total number of votes cast. Because the election of directors is determined on the basis of a majority of the votes cast, abstentions and broker non-votes have no effect on the election of directors.

Assuming the presence of a quorum, the affirmative vote of a majority of the shares present, in person or by proxy, at the Annual Meeting and entitled to vote is required to ratify the appointment of PricewaterhouseCoopers LLP as our independent public accountants for 2018 and to approve our executive compensation in an advisory vote. Because the vote standard for the approval of these proposals is a majority of shares present and entitled to vote, abstentions have the effect of a vote against the proposals and broker non-votes have no effect on the proposals.

### ***Who will count the vote?***

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspectors of election.

*How can I find the voting results of the Annual Meeting?*

We will report the voting results in a Current Report on Form 8-K within four business days after the end of the Annual Meeting.

**Table of Contents**

***How is the solicitation being made?***

The cost of solicitation of proxies will be borne by us. Solicitation will be made by mail, and may be made by directors, officers and employees, personally or by telephone, email or fax. Proxy cards and materials also will be distributed to beneficial owners of stock through brokers, custodians, nominees and other like parties, and we expect to reimburse such parties for their charges and expenses. We have engaged Alliance Advisors to assist us in the solicitation of proxies, at an estimated cost of \$10,000 to \$20,000 plus expense reimbursement.

***Does Tenneco allow stockholders to have proxy access for the nomination of directors?***

Yes. The Board has adopted proxy access By-Law provisions to permit eligible stockholders to include nominees in the Company's proxy statement and form of proxy. See "Submission of Stockholder Proposals" for further information.

***Where can I find more information about Tenneco?***

We file reports and other information with the U.S. Securities and Exchange Commission ( SEC ). You may read and copy this information at the SEC's public reference facilities. Please call the SEC at 1-800-SEC-0330 for information about these facilities. This information is also available at our website at <http://www.tenneco.com> and at the Internet site maintained by the SEC at <http://www.sec.gov>.

**Table of Contents**

**ELECTION OF DIRECTORS  
(ITEM 1)**

Our Board of Directors is currently comprised of 10 individuals, all of whom are proposed to be elected at this Annual Meeting to serve for a one-year term to expire at the annual meeting of stockholders to be held in 2019 and until their successors are chosen and have been duly elected and qualified.

Unless otherwise indicated in your proxy, the persons named as proxy voters in the accompanying proxy card, or their substitutes, will vote your proxy for all the nominees, each of whom has been designated as such by the Board of Directors. In the event that any nominee for director withdraws or for any reason is not able to serve as a director, we will vote your proxy for the remainder of those nominated for director (except as otherwise indicated in your proxy) and for any replacement nominee designated by the Compensation/Nominating/Governance Committee of the Board of Directors.

You may vote For or Against any or all of the director nominees, or you may Abstain from voting. Assuming a quorum, each director nominee receiving a majority of the votes cast at the Annual Meeting (in person or by proxy) will be elected as director. A majority of the votes cast means the number of For votes cast exceeds the number of Against votes cast. A proxy marked Abstain with respect to any director will not be counted in determining the total number of votes cast.

If an incumbent director is not elected, that director remains in office until the director's successor is duly elected and qualified or until the director's death, resignation or retirement. To address this potential outcome, the Board adopted a director resignation policy in Tenneco's By-Laws. Under this policy, the Board of Directors will nominate for directors only those incumbent candidates who tender, in advance, irrevocable resignations, and the Board has obtained such conditional resignations from the nominees in this year's proxy statement. The irrevocable resignations will be effective upon the failure to receive the required vote at any annual meeting at which they are nominated for re-election and Board acceptance of the resignation. If a nominee fails to receive the required vote, the Compensation/Nominating/Governance Committee will recommend to the Board whether to accept or reject the tendered resignation. The Board will publicly disclose its decision within 90 days following certification of the stockholder vote. The director whose resignation is under consideration will not participate in the recommendation of the Compensation/Nominating/Governance Committee or the Board's decision with respect to the resignation. If the Board does not accept the resignation, the director will continue to serve until the next annual meeting and until his or her successor is duly elected, or until his or her earlier resignation or removal. If the Board accepts the resignation, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board (but not below the minimum number of directors required under our Certificate of Incorporation).

**Table of Contents**

**NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS**

*The Board of Directors recommends that you vote FOR all of the nominees listed below.*

**Thomas C. Freyman**

**Age: 63**

**Committee: Audit**

Mr. Freyman served as Executive Vice President, Finance and Administration for Abbott from June 2015 until his retirement in February 2017. Prior to that, he served as Chief Financial Officer and Executive Vice President, Finance for Abbott since 2004. He was first appointed Chief Financial Officer and Senior Vice President, Finance in 2001. From 1999 to 2001, he served as Vice President and Controller of Abbott's Hospital Products Division. Prior to that, he held a number of financial planning and analysis positions with Abbott including Treasurer for Abbott's international operations and Corporate Vice President and Treasurer. Mr. Freyman holds a bachelor's degree in accounting from the University of Illinois and a master's degree in management from Northwestern University. Mr. Freyman is a director of Hanger, Inc. He has been a director of our company since 2013.

As a former Chief Financial Officer of a Fortune 200 company, Mr. Freyman brings substantial expertise in finance and accounting to our Board and the Audit Committee. Throughout his more than 30-year career with Abbott, Mr. Freyman served in diverse financial and accounting roles throughout Abbott's global organization. Prior to his career with Abbott, he was a certified public accountant with the firm of Ernst & Whinney (now Ernst & Young) where he gained substantial experience in auditing, tax and financial reporting. The Board has designated Mr. Freyman as an audit committee financial expert as that term is defined in the SEC's rules adopted pursuant to the Sarbanes-Oxley Act of 2002.

**Brian J. Kessler**

**Age: 51**

Mr. Kessler was named our Chief Executive Officer in May 2017. Mr. Kessler joined Tenneco in January 2015 as our Chief Operating Officer. Prior to that, Mr. Kessler was president of Johnson Controls Power Solutions, and served as Chief Operating Officer for that business from May 2012 until January 2013. He originally joined Johnson Controls in 1994 and served in leadership roles of increasing responsibility including, from 2009 to 2012, in the Building Efficiency division, where he was Vice President and General Manager with responsibility for Europe Systems & Services, North America Service and the Unitary Products Group. Prior to Johnson Controls, he was with Ford Motor Company, serving in the North America Assembly operations. Mr. Kessler holds a bachelor's degree in finance from Michigan State University and an M.B.A. from Baldwin-Wallace College. He has been a director of our company since October 2016.

He brings to our Board more than 25 years of experience in the automotive industry in increasingly senior management roles. As Chief Operating Officer, he oversaw our global operations for over two years, including in key growth areas. Mr. Kessler has extensive knowledge of our company and its global operations. That, together with his passion for our industry, leadership qualities and track record of elevating performance, makes him a particular asset to our company, both as a member of the Board and as our Chief Executive Officer.

At the time of his retirement.



**Table of Contents**

**Dennis J. Letham**

**Age: 66**

**Committee: Audit**

**(Chair)**

From 1995 until his retirement in June 2011, Mr. Letham served as Executive Vice President, Finance and Chief Financial Officer of Anixter International Inc., where he oversaw the company's finance, accounting, tax, legal, human resource and internal audit activities in 50 countries. Before assuming his role as Chief Financial Officer in 1995, Mr. Letham served as Executive Vice President and Chief Financial Officer of Anixter, Inc., the principal operating subsidiary of Anixter International, which he joined in 1993. Previously, he had a 10-year career with National Intergroup Inc., where he was Senior Vice President and Chief Financial Officer, as well as Vice President and Controller, Director of Corporate Accounting and Manager for Internal Audit. Mr. Letham began his career at Arthur Andersen & Co. in 1973 where he held progressive responsibilities in the Audit Department. Mr. Letham holds a bachelor's degree from Pennsylvania State University's Accounting Honors program. He also is a Certified Public Accountant. Mr. Letham is a director of Extra Space Storage Inc. and was a director of Interline Brands, Inc. and Chairman of its Audit Committee through August 2015 when it was sold to The Home Depot, Inc. He has been a director of our company since 2007.

Mr. Letham's substantial experience in finance and accounting makes him a valuable asset to our Board and our Audit Committee. Throughout his more than 40-year career, Mr. Letham has gained a deep understanding of the operations and financial reporting and accounting functions of large organizations. His 15 years of experience as the Chief Financial Officer of Anixter, a large international public company, give him substantial insight into the complex financial, accounting and operational issues that a large multi-national company such as ours can encounter. Further, with his background in public accounting, he brings particular insight to the external and internal audit functions. The Board has designated Mr. Letham as an audit committee financial expert as that term is defined in the SEC's rules adopted pursuant to the Sarbanes-Oxley Act of 2002.

**James S. Metcalf**

**Age: 60**

**Committee: Audit**

Mr. Metcalf is Chairman of the Board and Chairman of the Executive Committee of NCI Building Systems, Inc. He retired in October 2016 as the Chairman, President and Chief Executive Officer of USG Corporation. At the time of his retirement, he had served as Chairman since December 2011 and had served as Chief Executive Officer and President since January 2011. From January 2006 through January 2011, he was President and Chief Operating Officer of USG. Prior to that Mr. Metcalf held many positions at USG including President, Building Systems; President and Chief Executive Officer, L&W Supply; Senior Vice President, Sales and Marketing, USG Interiors, Inc.; Vice President, National Accounts, United States Gypsum Company; Director, Retail Marketing, USG Corporation; Director, Retail Sales, USG Interiors, Inc.; and National Accounts Manager, United States Gypsum Company. He also serves as a board member for the National Association of Manufacturers and as a policy advisory board member for the Joint Center for Housing Studies at Harvard University. Mr. Metcalf holds a bachelor's degree from The Ohio State University. He also holds a master's degree in business administration from Pepperdine University and completed the Stanford Executive Program. He has been a director of our company since 2014.

As a former Chief Executive Officer of a major manufacturer of construction materials, Mr. Metcalf brings substantial executive leadership experience to our Board and the Audit Committee. Further, Mr. Metcalf's service in leadership roles in multiple areas within a large manufacturing company gives him particular insight into the types of strategic, operational and financial issues faced by companies such as ours.

**Table of Contents**

**Roger B. Porter**

**Age:** 71

**Committee:** Compensation/

Nominating/Governance

(Chair)

Mr. Porter is the IBM Professor of Business and Government at Harvard University. He has served on the faculty at Harvard University since 1977. He also held senior economic policy positions in the Ford, Reagan and George H.W. Bush White Houses, serving as special assistant to the President and executive secretary of the Economic Policy Board from 1974 to 1977, as deputy assistant to the President and director of the White House Office of Policy Development from 1981 to 1985, and as assistant to the President for economic and domestic policy from 1989 to 1993. He received a B.A. from Brigham Young University and M.A. and Ph.D. degrees from Harvard University. He was also a Rhodes Scholar at Oxford University where he received his B.Phil. degree. He is also a director of Zions Bancorporation, Extra Space Storage Inc. and Packaging Corporation of America. He has been a director of our company since 1998.

Mr. Porter brings a distinctive background to his service on our Board of Directors. He is the author of several books on economic policy, including *Presidential Decision Making* and *Efficiency, Equity and Legitimacy: The Multilateral Trading System at the Millennium*. His significant policy roles for various White Houses, as well as his scholarly research and teaching as the IBM Professor of Business and Government at Harvard, give him a unique perspective on the impact of general economic, political and market conditions on our business and operations. His background and experience is unlike that of any other Board member, making him a valuable addition to a well-rounded Board. In addition, his service on the Board of Directors of a variety of major public companies provides him an understanding of the strategic, operational and financial issues faced by large public companies.

**David B. Price, Jr.**

**Age:** 72

**Committee:**

Compensation/Nominating/

Governance

Since his retirement from Noveon, Inc. in 2001, Mr. Price has worked as an independent consultant, providing investment and operational advice primarily to financial and strategic buyers of businesses. Previously, Mr. Price was President of Noveon, Inc. from February 2001 until May 2001. Noveon was formerly the Performance Materials segment of BF Goodrich Company before its sale to an investor group in February 2001. While with BF Goodrich from July 1997 to February 2001, Mr. Price served as Executive Vice President of BF Goodrich and President and Chief Operating Officer of BF Goodrich Performance Materials. Before joining BF Goodrich, Mr. Price held various executive positions over a 25-year span at Monsanto Company, including President of the Performance Materials Division of Monsanto from 1995 to July 1997. From 1993 to 1995, he was Vice President and General Manager of commercial operations for the Industrial Products Group and was also named to the management board of Monsanto's Chemical Group. Mr. Price received a B.S.C.E. from the University of Missouri and an M.B.A. from Harvard University. He has been a director of our company since 1999.

Mr. Price is an experienced businessman, having managed major chemicals businesses for Monsanto and BF Goodrich over a 30-year period. His experience as president and chief operating officer of various Monsanto and BF Goodrich business units gives Mr. Price an understanding of the strategic, operational and financial issues facing major industrial companies and a perspective beyond traditional automotive manufacturing.

---

**Table of Contents**

**Gregg M. Sherrill**

**Age: 65**

**Executive Chairman**

Mr. Sherrill assumed the role of our Executive Chairman in May 2017. Prior to that, Mr. Sherrill served as our Chairman and Chief Executive Officer from January 2007 to May 2017. Effective May 16, 2018, Mr. Sherrill will retire as an employee of our company, but continue on as our non-executive Chairman (subject to his re-election at the Annual Meeting). Mr. Sherrill joined us from Johnson Controls Inc., where he served since 1998, most recently as President, Power Solutions. From 2002 to 2003, Mr. Sherrill served as the Vice President and Managing Director of Europe, South Africa and South America for Johnson Controls Automotive Systems Group. Before joining Johnson Controls, Mr. Sherrill held various engineering and manufacturing assignments over a 22-year span at Ford Motor Company. Mr. Sherrill holds a B.S. degree in mechanical engineering from Texas A&M University and an M.B.A. from Indiana University's Graduate School of Business. Mr. Sherrill is a director of The Allstate Corporation and of Snap-on Incorporated, where he is the Chairperson of the Organization and Executive Compensation Committee. Mr. Sherrill serves on the National Governing Council of The Wilderness Society. He has been a director of our company since 2007.

Mr. Sherrill brings to our Board over 40 years of experience in the automotive industry, including ten years as our Chairman and Chief Executive Officer. Before joining our company, he held increasingly senior management roles at both a major automotive parts supplier and a major original equipment manufacturer, giving him unique perspective and insight. His extensive experience managing international operations is also of key value to a global company such as ours. Under his leadership, in addition to delivering strong financial results, our company established a long-term vision and strategic direction that capitalizes on the distinct strengths and opportunities of each of our product lines. His extensive knowledge of our business and industry, together with his proven talents and leadership, position him well to continue to serve as our Chairman.

**Paul T. Stecko**

**Age: 73**

**Committee:**

**Compensation/Nominating/**

**Governance, Lead**

**Independent Director**

Mr. Stecko has served as a director of Packaging Corporation of America (PCA) since March 1999, including as Chairman from 1999 through 2015. He served as Executive Chairman of PCA from July 2010 through December 2013 and as Chief Executive Officer of PCA from January 1999 through June 2010. Mr. Stecko served as President and Chief Operating Officer of Tenneco from November 1998 to April 1999 and as Chief Operating Officer of Tenneco from January 1997 to November 1998. From December 1993 through January 1997, Mr. Stecko served as Chief Executive Officer of Tenneco Packaging Inc. Before that, Mr. Stecko spent 16 years with International Paper Company in roles of increasing responsibility, most recently serving as Vice President and General Manager of the Publication Papers, Bristols and Converting Papers businesses. Mr. Stecko received a B.S. degree in metallurgy from

Penn State University and an M.S. in metallurgical engineering and an M.B.A. from the University of Pittsburgh. He is a director of State Farm Mutual Insurance Company and served as a director of Smurfit Kappa Group through October 2015. He has been a director of our company since 1998.

Mr. Stecko, with his more than ten years of experience as Chairman and Chief Executive Officer of Packaging Corporation of America, brings to the Board proven leadership and extensive managerial experience at the most senior level. In addition, his years of service in senior management of Tenneco prior to the 1999 transactions that separated our automotive and packaging businesses give Mr. Stecko unique historical perspective that is of particular value to our company. As a result of these experiences, Mr. Stecko has a thorough knowledge and understanding of the complex strategic, operational and financial issues faced by large public companies. Mr. Stecko's appreciation of the role of directors through his experience as both an inside and independent director of other companies positions him well to serve as our lead independent director.

**Table of Contents****Jane L. Warner****Age: 71****Committee: Audit**

From August 2007 until her retirement in March 2013, Ms. Warner served as Executive Vice President at Illinois Tool Works Inc., a Fortune 200 diversified manufacturer of highly engineered components and industrial systems and consumables, where she had worldwide responsibility for its Decorative Surfaces and Finishing Systems businesses. Ms. Warner joined Illinois Tool Works in December 2005 as Group President of its Worldwide Finishing business. She was previously the President of Plexus Systems, L.L.C., a manufacturing software company, from June 2004 to December 2005, and a Vice President with Electronic Data Systems from 2000 through June 2004, where she led their global manufacturing group. Ms. Warner served as Executive Vice President for first tier supplier Textron Automotive from 1994 through 1999, where she was President of its Kautex North America and Randall divisions. Previously, Ms. Warner held executive positions in manufacturing, engineering and human resources over a 20-year span at General Motors Corporation. Ms. Warner received a B.A. and an M.A. from Michigan State University. She also received an M.B.A. from Stanford University where she was a Sloan Fellow. Ms. Warner is a board member of Brunswick Corporation and Regal Beloit Corporation. Ms. Warner served on the board of directors of MeadWestvaco Corporation through August 2014. She is also a Trustee for John G. Shedd Aquarium and chairs its Long Range Planning Committee. She has been a director of our company since 2004.

With over 20 years of automotive industry experience, Ms. Warner has particular appreciation of the challenges facing our customers. Her automotive industry expertise is supplemented by her leadership roles in global manufacturing and manufacturing information systems businesses, both of which are of particular relevance to a global manufacturing company such as ours. She also brings to us the financial understanding she has gained through her business unit leadership and as a member of the audit committee of both MeadWestvaco and Regal Beloit.

**Roger J. Wood****Age: 55****Committee:****Compensation/Nominating/****Governance**

Mr. Wood was named Chief Executive Officer and Chairman of Fallbrook Technologies Inc. in February 2018. He previously retired as President and Chief Executive Officer of Dana Holding Corporation (now known as Dana Incorporated) in 2015, having served in those positions since 2011 when he joined Dana. Prior to joining Dana Holding Corporation, Mr. Wood served as Executive Vice President and Group President for the Engine Group at BorgWarner Inc. In his 26-year career at BorgWarner, Mr. Wood served in various leadership roles with global operations responsibilities. Mr. Wood holds a bachelor's degree in engineering technology from State University College in Buffalo, N.Y., and an M.B.A. from Syracuse University. He is a member of the board of directors of Brunswick Corporation and Fallbrook Technologies. Prior to Mr. Wood's retirement from Dana, he served as a member of the boards for the Business Leaders of Michigan, the Ohio Business Roundtable, the board of trustees of the Manufacturer's Alliance/MAPI and the CEO Council for the Original Equipment Suppliers Association (OESA). Mr. Wood is a fellow of the National Association of Corporate Directors. He has been a director of our company since 2016.

Mr. Wood's 30-year career at other Tier-1 automotive suppliers gives him distinct knowledge of the businesses and operations of companies such as ours, particularly in the areas of manufacturing operations, business management and strategic planning. In addition, as a current and former Chief Executive Officer, he brings his significant leadership experience to our Board.

At the time of her retirement.



**Table of Contents**

**CORPORATE GOVERNANCE**

**Overview**

We have established a comprehensive corporate governance plan for the purpose of defining responsibilities, setting high standards of professional and personal conduct and assuring compliance with these responsibilities and standards. As part of its annual review process, the Board of Directors monitors developments in the area of corporate governance. Summarized below are some of the key elements of our corporate governance plan. Many of these matters are described in more detail elsewhere in this proxy statement.

***Director Independence (see p. 19)***

Eight of our 10 current directors are independent under the New York Stock Exchange ( NYSE ) listing standards. Assuming all nominees presented in this proxy statement are elected at the Annual Meeting, eight of our 10 directors will be independent under the NYSE listing standards.

Independent directors are scheduled to meet separately in executive session after every regularly scheduled Board of Directors meeting.

We have a lead independent director, Mr. Stecko.

***Audit Committee (see pp. 23-24 and p. 65)***

All members meet the independence standards for audit committee membership under the NYSE listing standards and applicable Securities and Exchange Commission ( SEC ) rules.

Each of Messrs. Freyman and Letham has been designated as an audit committee financial expert as defined in the SEC rules. All members of the Audit Committee satisfy the NYSE s financial literacy requirements.

The Audit Committee operates under a written charter that governs its duties and

responsibilities, including its sole authority to appoint, review, evaluate and replace our independent auditors.

The Audit Committee has adopted policies and procedures governing the pre-approval of all audit, audit-related, tax and other services provided by our independent auditors.

***Compensation/Nominating/Governance Committee and Subcommittee (see pp. 19-21 and p. 64)***

All members meet the independence standards for compensation and nominating committee membership under the NYSE listing standards.

The Compensation/Nominating/Governance Committee operates under a written charter that governs its duties and responsibilities, including the responsibility for executive compensation.

We have an Executive Compensation Subcommittee which has the responsibility to consider and approve compensation for our executive officers which was intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. We expect this subcommittee to be phased out in the future as a result of changes to the Internal Revenue Code that eliminated the performance-based compensation exception under Section 162(m).

*Corporate Governance Principles*

We have adopted Corporate Governance Principles, including qualification and independence standards for directors.

*Stockholder Proxy Access (see p. 72)*

The Board has adopted proxy access By-Law provisions to permit eligible stockholders to include nominees in the Company's proxy statement and form of proxy.

## **Table of Contents**

### ***Stock Ownership Guidelines (see pp. 42-43)***

We have adopted Stock Ownership Guidelines to align the interests of our executives and directors with the interests of our stockholders and promote our commitment to sound corporate governance.

The Stock Ownership Guidelines apply to the non-management directors, the Chairman, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, all Executive Vice Presidents, all Senior Vice Presidents and Vice Presidents (in the executive compensation band).

### ***Anti-Hedging Policy and Trading Restrictions (see p. 43)***

We have an insider trading policy which, among other things, prohibits our directors, officers and other employees from engaging in insider trading, trading in our securities on a short-term basis, purchasing our securities on margin, short-selling our securities or entering into transactions designed to hedge the risks and benefits of ownership of our securities.

### ***Anti-Pledging Policy (see p. 43)***

We have a policy under which our directors and executive officers are prohibited from pledging our securities as collateral.

### ***Accounting Complaints and Communications with the Directors (see p. 24)***

The Audit Committee has established a process for confidential and anonymous submissions by our employees, as well as submissions by other interested parties, regarding questionable accounting or auditing matters. Additionally, the Board of Directors has established a process for stockholders to communicate with the Board of Directors, as a whole, or any independent director.

### ***Codes of Business Conduct and Ethics***

We operate under a Code of Conduct that applies to all directors, officers and employees and covers a broad range of topics, including

data security, compliance with laws, restrictions on gifts and conflicts of interest. All salaried employees are required to affirm from time to time in writing their acceptance of, and compliance with, the Code of Conduct.

We have also adopted a Code of Ethical Conduct for Financial Managers that applies to our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Controller and other key financial managers.

### ***Transactions with Related Persons (see p. 25)***

We have adopted a Policy and Procedure for Transactions with Related Persons, under which our Audit Committee must generally pre-approve transactions involving more than \$120,000 with our directors, executive officers, 5% or greater stockholders and their immediate family members.

### ***Equity Award Policy (see p. 42)***

We have adopted a written policy to be followed for all issuances by our company of compensatory awards in the form of our common stock or any derivative of our common stock.

***Clawback Policy (see p. 43)***

We have adopted a clawback policy under which we will, in specified circumstances, require reimbursement of annual and long-term incentives paid to an executive officer.

***Personal Loans***

We comply with and operate in a manner consistent with the legislation prohibiting extensions of credit in the form of a personal loan to or for our directors or executive officers.

**Table of Contents**

***Governance Information Available Online***

*Additional information about our Governance and Company Policies is available on the Internet at [www.tenneco.com](http://www.tenneco.com). (The contents of the website are not, however, a part of this proxy statement.)*

Information on-line includes: Audit Committee, Compensation/Nominating/Governance Committee and Executive Compensation Subcommittee Charters, Corporate Governance Principles, Stock Ownership Guidelines, Accounting Complaints Policy, Code of Ethical Conduct for Financial Managers, Code of Conduct, Policy and Procedures for Transactions with Related Persons, Equity Award Policy, Clawback Policy, Insider Trading Policy, Director Communications Policy, and Audit/Non-Audit Services Policy.

We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K and applicable NYSE rules regarding amendments to or waivers of our Code of Ethical Conduct for Financial Managers and Code of Conduct by posting this information on our website at [www.tenneco.com](http://www.tenneco.com).

**Table of Contents****The Board of Directors and Its Committees****Board Leadership Structure**

Our Board of Directors currently is comprised of 10 members, eight of whom are independent and two of whom are officers of our company. The Board of Directors believes that our ratio of outside directors to inside directors represents a commitment to the independence of the Board and a focus on matters of importance to our stockholders.

	<b>Independent</b>	<b>Committee</b>	<b>Role</b>
Mr. Freyman		Audit	
Mr. Kessler			
Mr. Letham		Audit	Committee Chair
Mr. Metcalf		Audit	
Mr. Porter		Compensation/Nominating/Governance	Committee Chair
Mr. Price		Compensation/Nominating/Governance	
Mr. Sherrill			Executive Chairman
Mr. Stecko		Compensation/Nominating/Governance	Lead Independent Director
Ms. Warner		Audit	
Mr. Wood		Compensation/Nominating/Governance	

Mr. Sherrill has been our Executive Chairman since 2017 and will continue to serve as non-executive Chairman of the Board after his retirement as an employee on May 16, 2018 (subject to his re-election at the Annual Meeting).

Mr. Sherrill has presided and will continue to preside at all meetings of stockholders and the Board. During Mr. Sherrill's tenure as Chief Executive Officer, the Board determined it was appropriate to have the roles of Chairman and Chief Executive Officer combined in recognition of Mr. Sherrill's unified leadership and deep experience with our company and the efficiency and effectiveness of Board conduct and proceedings gained from this leadership and experience. With Mr. Kessler's appointment as Chief Executive Officer in May 2017, the Chairman and Chief Executive Officer roles were split between Mr. Sherrill, who remained as our Executive Chairman, and Mr. Kessler. By having separate roles, the two executives were able to focus on key aspects of our enterprise, with the Chief Executive Officer having general charge of the day-to-day business and affairs of the company and the Executive Chairman focusing on key strategic issues, Board leadership and communication, and transition. Both continue to serve as a valuable bridge between the Board and management. After May 16, 2018 Mr. Sherrill will continue to provide strategic insight on key issues and provide valuable leadership and communication in his role as non-executive Chairman (subject to his re-election at the Annual Meeting). Our Board of Directors believes this

leadership structure is in the best interests of our company and its stockholders.

We also have a lead independent director, Mr. Stecko. As lead independent director, Mr. Stecko presides at all executive sessions of the Board, consults with management and the other members of the Board regarding Board meeting agendas and serves as the principal liaison between management and the independent directors.

## **Table of Contents**

Our Board of Directors has two standing committees – the Audit Committee and the Compensation/Nominating/Governance Committee. Each of these committees consists solely of independent directors and has its own chair who is responsible for directing the work of the committee in fulfilling its responsibilities.

The independent directors on the Board and each of the committees meet in regularly scheduled executive sessions without any members of management present. The purpose of these executive sessions is to promote open and candid discussion among the independent directors. Our system has provided and will continue to provide appropriate checks and balances to protect stockholder value and allows for efficient management of our company.

## **Role of Board of Directors in Risk Oversight**

Our Board of Directors recognizes that, although risk management is primarily the responsibility of the company's management team, the Board of Directors plays a critical role in the oversight of risk, including the identification and management of risk. The Board of Directors believes that an important part of its responsibilities is to assess the major risks we face and review our strategies for monitoring and controlling these risks. The Board of Directors' involvement in risk oversight involves the full Board of Directors, the Audit Committee and the Compensation/Nominating/Governance Committee.

We perform an annual enterprise risk assessment which originates within our internal audit department and is performed in accordance with the standards adopted by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). As part of its assessment, our internal audit department interviews each of our directors, as well as members of management, regarding the strategic, operational, compliance and financial risks that our company faces. Our Vice President of Internal Audit and Chief Financial Officer review the results of this annual enterprise risk assessment with our Board of Directors. In addition, throughout the year, the Board of Directors meets with senior management to discuss:

- current business trends affecting us;
- the major risk exposures facing us; and
- the steps management has taken to monitor and control such risks.

The Board of Directors receives presentations throughout the year from senior management and leaders of our business units and functional groups regarding specific risks that we face. Finally, on an annual basis, management provides a comprehensive strategic review to the Board of Directors which includes a discussion of the major risks faced by our company and our strategies to manage and minimize these risks.

The Audit Committee meets frequently during the year with senior management, our Vice President of Internal Audit and our independent public accountants and discusses the major risks facing us, and the steps management has taken to monitor and control such risks, as well as the adequacy of internal controls that could mitigate risks that could significantly affect our financial statements. At each regularly scheduled meeting, our Vice President of Internal Audit reviews with the Audit Committee the results of internal audit activities and testing since the Audit Committee's prior meeting. In addition, at each regularly scheduled Audit Committee meeting, the company's General Counsel provides a report to the Audit Committee regarding any significant litigation, environmental and regulatory risks faced by our company. The Audit Committee also maintains oversight over the company's compliance programs, including



compliance with the company's Code of Conduct. The Chair of the Audit Committee provides the Board of Directors with a report

## **Table of Contents**

concerning its risk oversight activities at each Board meeting. The Compensation/Nominating/Governance Committee reviews our compensation structures and programs to ensure that they do not encourage excessive risk-taking.

## **Director Independence**

The Board of Directors has determined that all of our non-management directors are independent as that term is defined under the listing standards of the NYSE. As part of its analysis, the Board determined that none of the outside directors has a direct or indirect material relationship with our company. Under written guidelines adopted by the Board, the following commercial or charitable relationships are not considered to be material relationships that would impair a director's independence:

- the director is an employee, director or beneficial owner of less than 10% of the shares of another company that (directly or indirectly through its subsidiaries or affiliates) does business with us and the annual sales to, or purchases from, us are less than 1% of the annual consolidated revenues of both our company and the other company;
- the director is an employee, director or beneficial owner of less than 10% of the shares of another company that (directly or indirectly through its subsidiaries or affiliates) is indebted to us, or to which we are indebted, and the total amount of either company's consolidated indebtedness to the other is less than 1% of the total consolidated assets of the indebted company;
- the director is an employee, director or beneficial owner of another company in which we own a common equity interest, and the amount of our interest is less than 5% of the total voting power of the other company; or
- the director serves as an employee, director or trustee of a charitable organization, and our discretionary charitable contributions to the organization are less than 1% of that organization's total annual charitable receipts.

Based on the guidelines adopted by the Board of Directors, no outside director has a material relationship with our company.

## **Board Meetings**

During 2017, the Board of Directors held nine meetings. All of our directors who served in 2017 attended at least 75% of all meetings of the Board of Directors and the committees of the Board on which the director served. The Board of Directors is scheduled to meet in executive session, without management, after every regularly scheduled Board meeting. Mr. Stecko acts as lead independent director to chair these executive sessions and as primary spokesperson in communicating matters arising out of these sessions to our management.

Nine of our directors attended last year's annual meeting of stockholders. The Board of Directors has a policy that, absent unusual circumstances, all directors attend our annual stockholder meetings.

## **Compensation/Nominating/Governance Committee and Subcommittee**

The members of the Compensation/Nominating/Governance Committee are Messrs. Price, Stecko, Wood and Porter, who is the Chair of the Committee. The Compensation/ Nominating/Governance

**Table of Contents**

Committee is comprised solely of outside directors who meet the independence standards for compensation and nominating committee members as set forth in the NYSE listing standards.

The Compensation/Nominating/Governance Committee has the responsibility, among other things, to:

- establish the compensation of our executive officers;
- examine periodically our compensation philosophy and structure;
- supervise our welfare and pension plans and compensation plans;
- produce a report on executive compensation for inclusion in our annual proxy statement in accordance with applicable rules and regulations of the SEC;
- review our compensation practices and policies for our employees to determine whether those practices and policies are reasonably likely to have a material adverse effect on us; and
- review and recommend to the Board any company proposal regarding the advisory vote on executive compensation and any company proposal regarding the frequency of the advisory vote on executive compensation.

It also has significant nominating and corporate governance responsibilities including, among other things, to:

- review and determine the desirable balance of experience, qualifications and expertise among members of the Board;
- review possible candidates for membership on the Board and recommend a slate of nominees for election as directors at each annual meeting of stockholders;
- review the function and composition of the other committees of the Board and recommend membership on these committees;
- review the qualifications of, and recommend candidates for, election as officers of our company;
- develop and recommend to the Board of Directors for approval any revisions to our Corporate Governance Principles; and

- oversee our management succession planning, including with respect to our Chief Executive Officer, and our diversity initiatives in connection with management succession.

The Compensation/Nominating/Governance Committee may form and delegate authority to subcommittees when appropriate and to the extent permitted by applicable law and the rules of the NYSE. Once a subcommittee of this committee is so formed, the committee may exercise any authority in its discretion that is granted to the subcommittee.

We have an Executive Compensation Subcommittee which consists of Messrs. Porter, Price and Wood. This subcommittee has the responsibility of considering and approving compensation for our Chief Executive Officer and our other executive officers which is intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. This subcommittee does not have the authority to further delegate its responsibilities.

We expect this subcommittee to be phased out in the future as a result of changes to the Internal Revenue Code that eliminated the concept of deductible performance-based compensation under Section 162(m).

## **Table of Contents**

Each of the Compensation/Nominating/Governance Committee and the Executive Compensation Subcommittee operates pursuant to a written charter, the current versions of which were reaffirmed by the Board of Directors and the Compensation/Nominating/Governance Committee, respectively, in February 2018 as part of their annual review process. The Compensation/Nominating/Governance Committee held six meetings, and the Executive Compensation Subcommittee held one meeting, during 2017.

For 2017, the Compensation/Nominating/Governance Committee retained the services of Meridian Compensation Partners, LLC ( Meridian ) as its principal outside compensation consultant. Meridian reports directly to the Compensation/Nominating/Governance Committee with the assignment to:

- assist the committee in reviewing and assessing the adequacy of executive compensation, including salary, annual cash incentive award targets and equity-based and other long-term incentive compensation awards;
- provide plan design advice;
- provide annual competitive market studies against which committee members can analyze executive compensation; and
- apprise the committee members regarding best practices and pay levels in association with director compensation.

For our director compensation, Meridian prepares comparative market data and presents that information directly to the Compensation/Nominating/Governance Committee. The Compensation/Nominating/Governance Committee reviews this data and establishes director compensation in consultation with Meridian. Other than its services as a compensation consultant, Meridian provides no other services to the Compensation/Nominating/Governance Committee or our company.

From time to time, the Compensation/Nominating/Governance Committee and the Executive Compensation Subcommittee will review materials prepared by other consultants to assist them with specific compensation matters. For a discussion of the role of our executive officers in the establishment of executive officer compensation, see Executive Compensation Compensation Discussion and Analysis. Our executive officers do not participate in the process for establishing director compensation.

A report of the Compensation/Nominating/Governance Committee regarding executive compensation appears elsewhere in this proxy statement. For a more detailed discussion of the processes and procedures for considering and determining executive compensation, see Executive Compensation Compensation Discussion and Analysis.

## Table of Contents

### Consideration of Director Nominees

The Compensation/Nominating/Governance Committee regularly assesses the size of the Board of Directors, the need for expertise on the Board of Directors and whether any vacancies are expected on the Board of Directors. The Compensation/Nominating/Governance Committee's process for identifying and evaluating nominees is as follows:

- In the case of incumbent directors, the Compensation/Nominating/Governance Committee reviews annually such directors' overall service to us during their term, including the specific experience, qualifications, attributes and skills that such directors bring to service on our Board, the number of meetings attended, the level of participation, the quality of performance and any transactions of such directors with us during their term.
- In the event that vacancies are anticipated or otherwise arise, the Compensation/Nominating/Governance Committee considers various potential candidates for director that may come to its attention through a variety of sources, including current Board members, stockholders or other persons, including professional search firms. All candidates for director are evaluated at regular or special meetings of the Compensation/Nominating/Governance Committee.

In evaluating and determining whether to recommend a person as a candidate for election as a director, the Compensation/Nominating/Governance Committee considers each candidate's experience, qualifications, attributes and skills as well as the specific qualification standards set forth in our By-Laws and Corporate Governance Principles, including:

- personal and professional ethics, integrity and values;
- an ability and willingness to undertake the requisite time commitment to Board functions;
- independence pursuant to the guidelines set forth in the Corporate Governance Principles and applicable rules and regulations;
- age, which must be less than 75 at the time of election unless otherwise determined in the good faith judgment of our Board;
- the potential impact of service on the board of directors of other public companies, including competitors of our company; and
- an absence of employment at a competitor of our company.

The Compensation/Nominating/Governance Committee and the Board of Directors value diversity, and believe that a diverse Board composition provides significant benefit to our company. Each candidate is reviewed in light of the

overall composition and skills of the entire Board of Directors at the time, including the varied characteristics of the Board members and candidate in terms of opinions, perspectives, personal and professional experiences and backgrounds. The nominees selected are those whose experience and background are deemed to provide the most valuable contribution to the Board.

Our By-Laws permit, under certain circumstances, a stockholder or group of no more than 20 stockholders (meeting our continuous ownership requirement of 3% or more of our outstanding common stock held continuously for at least the previous three years) to nominate a candidate or candidates for election to the Board of Directors at an annual meeting, constituting up to two directors or 20% of the number of directors then serving on the Board (rounded down to the nearest whole number), whichever is greater. In order to require us to include such candidate or candidates in our proxy statement and form of proxy, stockholders and nominees must submit a notice of proxy access nomination together with certain related information required by our By-Laws.



## **Table of Contents**

Our By-Laws also permit stockholders to nominate directors for consideration at an annual meeting of stockholders without requiring that their nominees be included in our proxy statement and form of proxy. Stockholders may nominate persons for election to the Board of Directors at an annual meeting by submitting a letter of nomination, together with certain related information required by our By-Laws.

Correspondence related to stockholder proposals must be sent in writing to our Corporate Secretary at our principal executive offices, 500 North Field Drive, Lake Forest, Illinois 60045. For more information on submitting a nomination, visit [www.tenneco.com](http://www.tenneco.com) or see Submission of Stockholder Proposals.

## **Audit Committee**

The members of the Audit Committee are Ms. Warner and Messrs. Freyman, Metcalf, and Letham, who is the Chair of the Committee. The Audit Committee is comprised solely of directors who meet all of the independence standards for audit committee membership as set forth in the Sarbanes-Oxley Act of 2002 and the SEC rules adopted thereunder and the NYSE listing standards. The Board of Directors has designated each of Messrs. Freyman and Letham as an audit committee financial expert as that term is defined in the SEC rules adopted pursuant to the Sarbanes-Oxley Act of 2002.

Management is responsible for maintaining our internal controls over financial reporting. Our independent public accounting firm is responsible for performing an independent audit of our consolidated financial statements in accordance with generally accepted auditing standards and for issuing a report on its audit. The Audit Committee's duty is to oversee and monitor these activities on behalf of the Board of Directors. Specifically, the Audit Committee has the responsibility, among other things, to:

- select and approve the compensation of our independent public accountants;
- review and approve the scope of the independent public accountants' audit activity and all non-audit services;
- review the independence, qualifications and performance of our independent public accountants;
- review with management and the independent public accountants the adequacy of our basic accounting system and the effectiveness of our internal audit plan and activities;
- review with management and the independent public accountants our certified financial statements and exercise general oversight over the financial reporting process;
- review litigation and other legal matters that may affect our financial condition and monitor compliance with business ethics and other policies;

provide an avenue of communication among the independent public accountants, management, the internal auditors and the Board of Directors; and

- prepare the audit-related report required by the SEC to be included in our annual proxy statement.

---

## **Table of Contents**

In fulfilling its responsibilities, the Audit Committee reviewed with management and our independent public accountants:

- significant issues, if any, regarding accounting principles and financial statement presentations, including any significant changes in our selection or application of accounting principles, and significant issues, if any, as to the adequacy of our internal controls and any special audit steps adopted in view of material internal control deficiencies;
- analyses prepared by management and/or our independent public accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of our financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on financial statements;
- the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on our financial statements; and
- the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance provided to analysts and rating agencies.

In addition, the Audit Committee has discussed our major risk exposures and the steps that management has taken to monitor and control such exposures. Management is required to advise the Audit Committee of any instances of fraud relating to employees who have a significant role in our internal controls.

The Audit Committee operates under a written charter, the current version of which was reaffirmed by the Board of Directors and the Audit Committee in February 2018 as part of their annual review process. The Audit Committee held 15 meetings in 2017. A report of the Audit Committee appears elsewhere in this proxy statement.

## **Accounting Complaints and Communications with the Directors**

Anyone with concerns about our conduct, or about our accounting, internal accounting controls or auditing matters, may communicate that concern directly to the Board of Directors, our lead independent director (Mr. Stecko) or any other non-employee director or the Audit Committee. All such concerns will be forwarded to the appropriate directors for their review, and all material concerns related to audit or accounting matters will be forwarded to the Audit Committee. All reported concerns will be simultaneously reviewed and addressed by each of our Chief Compliance Officer and General Counsel or his or her respective designee (unless he or she is alleged to be involved in the matter at issue). The status of all outstanding concerns addressed to the Board, the non-employee directors or the Audit Committee will be reported to the Board or the Audit Committee (as applicable) on at least a quarterly basis. The Board or any committee may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. Our corporate policies prohibit retaliatory action against any employee who raises concerns or questions in good faith about these matters.

Stockholders wishing to communicate with the Board of Directors, any outside director or the Audit Committee may do so by writing to our Corporate Secretary at 500 North Field Drive, Lake Forest, Illinois 60045. The Corporate Secretary will forward any communications as directed by the stockholder. We maintain a separate, internal system for the receipt of communications from employees.



## Table of Contents

### Transactions with Related Persons

The Board of Directors has adopted a Policy and Procedures for Transactions with Related Persons. As a general matter, the policy requires the Audit Committee to review and approve or disapprove the entry by us or our subsidiaries into certain transactions with related persons. The policy only applies to transactions, arrangements and relationships where the aggregate amount involved will or may reasonably be expected to exceed \$120,000 in any calendar year and in which a related person has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity). A related person is:

- any director, nominee for director or executive officer of our company;
- any immediate family member of a director, nominee for director or executive officer of our company; and
- any person, and his or her immediate family members, or any entity, including affiliates, that was a beneficial owner of 5% or more of any of our outstanding equity securities at the time the transaction occurred or existed.

If advance approval of a transaction subject to the policy is not obtained, it must be promptly submitted to the Audit Committee for possible approval, amendment, termination or rescission. In reviewing any transaction, the Audit Committee will take into account, among other factors the Audit Committee deems appropriate, whether the transaction is on terms no less favorable than terms generally available to a third party in similar circumstances and the extent of the related person's interest in the transaction.

The policy provides that the following transactions are pre-approved for the purposes of the policy:

- Employment of executive officers and compensation of directors and executive officers that is otherwise being reported in our annual proxy statement or is not required to be reported in the proxy statement (as these transactions are otherwise subject to approval by the Board of Directors or one of its committees);
- A transaction where the related person's only interest is as an employee, director or beneficial owner of less than 10% of the outstanding equity securities of the other company, and if the transaction involves the sale or purchase of goods or services, the annual sales to or purchases from our company are less than 1% of the annual consolidated revenue for both our company and the other company, or, if the transaction involves lending or borrowing, the total amount of either company's indebtedness is less than 1% of the total consolidated assets of the indebted company;
- Contributions to charitable organizations, foundations or universities at which a related person's only relationship is as an employee, director or trustee, if the aggregate amount does not exceed 1% of the charitable organization's total annual receipts;

Edgar Filing: TENNECO INC - Form DEF 14A

- Transactions where the related person's only interest arises solely from the ownership of our common stock, and where all stockholders of our company receive benefits on a pro rata basis;
- Transactions involving a related person where the rates or charges involved are determined by competitive bids;
- Transactions where the related person renders services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; and
- Transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

**Table of Contents**

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), requires our directors and executive officers and beneficial owners of 10% or more of a registered class of our equity securities to file with the SEC initial reports of beneficial ownership (Form 3) and reports on changes in beneficial ownership (Form 4 or 5). SEC rules adopted pursuant to Section 16(a) require that such persons furnish us with copies of all such forms they file with the SEC.

Based solely upon our review of such forms furnished to us for 2017, and upon the written representations received by us from certain of our directors and executive officers that no Forms 5 were required, we believe that our directors, executive officers and 10% or greater stockholders complied with all Section 16(a) filing requirements on a timely basis during 2017.

**Table of Contents****OWNERSHIP OF COMMON STOCK****Management**

The following table shows, as of March 19, 2018, the number of shares of our common stock, par value \$.01 per share (the only class of voting securities outstanding), beneficially owned by: (1) each director and nominee for director; (2) each person who is named in the Summary Compensation Table below; and (3) all directors and executive officers as a group.

	<b>Shares of Common Stock Owned (1)(2)(3)</b>	<b>Common Stock Equivalents(4)</b>	<b>Total Shares and Equivalents</b>
<b><u>Directors</u></b>			
Thomas C. Freyman	17,265		17,265
Brian J. Kessler	138,640	34,878	173,518
Dennis J. Letham	33,774	31,118	64,892
James S. Metcalf	9,361	704	10,065
Roger B. Porter	59,680	105,733	165,413
David B. Price, Jr.	3,958 (5)	34,430	38,388
Gregg M. Sherrill	401,350		401,350
Paul T. Stecko	17,967 (6)	19,928	37,895
Jane L. Warner	31,027	19,269	50,296
Roger J. Wood	6,693		6,693
<b><u>Named Executive Officers</u></b>			
Kenneth R. Trammell	190,034	12,717	202,751
Gregg A. Bolt	38,555	6,903	45,458
Peng (Patrick) Guo	152,992	8,718	161,710
Jason M. Hollar	10,364	7,266	17,630
James D. Harrington	17,428 (7)		17,428
All executive officers and directors as a group (19 individuals)	1,220,734 (8)	298,812	1,519,546

- (1) Each director and executive officer has sole voting and investment power over the shares beneficially owned (or has the right to acquire shares pursuant to the options described in note (2) below) as set forth in this column, except: (A) as set forth in notes (5) and (6) below; and (B) with respect to investment power, the restricted shares described in note (2) below.



- (2) Includes shares of restricted stock. At March 19, 2018, Messrs. Kessler, Sherrill, Trammell, Bolt, Guo and Hollar held 81,014, 41,492, 13,710, 8,668, 25,557 and 10,364 shares of restricted stock, respectively. Also includes shares that are subject to options that are exercisable within 60 days of March 19, 2018 for Messrs. Sherrill, Trammell, Bolt and Guo to purchase 129,630, 38,409, 6,918, and 7,755 shares, respectively.

**Table of Contents**

- (3) Each of the individuals listed in the table owns less than 1% of the outstanding shares of our common stock, respectively. All directors and executive officers as a group beneficially own approximately 2.4% of the outstanding common stock.
- (4) For outside directors, represents common stock equivalents received in payment of director fees. These common stock equivalents are payable in cash or, at our option, shares of common stock after an outside director ceases to serve as a director. For officers, represents time-vesting restricted stock units that are awarded as part of our long-term compensation program and are to be settled in shares of common stock.
- (5) Includes 1,092 shares held by the Joyce A. Price Revocable Trust and 686 shares held by the David B. Price, Jr. Revocable Trust.
- (6) Includes 9,274 shares held under the Paul T. Stecko 1994 Declaration of Trust.
- (7) Based on information as of Mr. Harrington's September 2017 retirement from our company.
- (8) Includes 198,679 shares that are subject to options that are exercisable within 60 days of March 19, 2018 by all executive officers and directors as a group. Includes 209,167 shares of restricted stock held by all executive officers and directors as a group. Does not include common stock equivalents.

**Certain Other Stockholders**

The following table sets forth, as of March 19, 2018, certain information regarding the persons known by us to be the beneficial owner of more than 5% of our outstanding common stock (the only class of voting securities outstanding).

Name and Address of Beneficial Owner(1)	Shares of Common Stock Owned(1)	Percent of Common Stock Outstanding
The Vanguard Group (2) 100 Vanguard Blvd. Malvern, PA 19355	4,262,680	8.3%
BlackRock, Inc.(3) 55 East 52nd Street New York, NY 10055	5,160,605	10.0%

- (1) This information is based on information contained in filings made with the SEC regarding the ownership of our common stock.

- (2) The Vanguard Group, Inc. ( Vanguard ), 100 Vanguard Blvd., Malvern, PA 19355, is the beneficial owner of 4,262,680 shares. Vanguard has the sole power to dispose of or to direct the disposition of 4,161,033 shares and has shared power to dispose of 101,647 shares. Vanguard has sole power to vote 99,302 shares and shared power to vote 6,700 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 94,947 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 11,055 shares as a result of its serving as investment manager of Australian investment offerings.

**Table of Contents**

- (3) BlackRock, Inc. ( BlackRock ), 55 East 52nd Street, New York, NY 10022, is the beneficial owner of 5,160,605 shares through various of its subsidiaries: BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Investment Management (Australia) Limited, BlackRock Advisors, LLC, BlackRock Investment Management, LLC, BlackRock International Limited, BlackRock Investment Management (UK) Ltd., BlackRock Japan Co Ltd, BlackRock Life Limited, BlackRock (Luxembourg) S.A., BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock (Netherlands) B.V., BlackRock Advisors (UK) Limited, BlackRock Fund Advisors and BlackRock Fund Managers, Ltd. BlackRock has sole voting power with respect to 4,843,567 shares and sole dispositive power with respect to 5,161,075 shares.

---

**Table of Contents**

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

Our executive compensation philosophy, policies, plans and programs are under the supervision of the Compensation/Nominating/Governance Committee of our Board of Directors. We have an Executive Compensation Subcommittee, which is responsible for making executive compensation determinations with respect to compensation that is or was intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. For a description of the composition, authority and responsibilities of the committee and subcommittee, see Corporate Governance The Board of Directors and Its Committees Compensation/Nominating/Governance Committee and Subcommittee. Unless the context requires otherwise, in this Compensation Discussion and Analysis when we refer to the committee, we are referring to the Compensation/Nominating/Governance Committee and the Executive Compensation Subcommittee, as applicable, and when we refer to named executive officers, we are referring to the named executive officers whose compensation is shown in this proxy statement under Summary Compensation Table.

**Executive Summary**

Our compensation policies are based on the belief that executive and stockholder financial interests should be aligned as closely as possible, and compensation should be designed such that company performance drives the level of pay that our named executive officers and all management employees receive.

***Company Performance in 2017***

The committee believes that 2017 compensation for our named executive officers was appropriate in light of our financial performance for 2017, as well as over the 2015 through 2017 performance period for our long-term performance units.

***Executive Compensation Decisions for 2017***

Key pay outcomes under our 2017 executive compensation program included:

At the outset of the year (February 2017) committee approved increases in base salaries that ranged between 3.0% and 5.6% over 2016 and were consistent with market movement and appropriate equity adjustments (excluding promotion-related raises);

Annual cash incentives earned for 2017 results were at 19.5% of target level, based on our Economic Value Added (EVA) performance versus goals that were below target (\$77 million of actual versus \$97 million at target); and

Long-term performance units for the 2015 through 2017 performance period were earned at 48.9% of target level, based on a weighting of 50%-30%-20% respectively of:

Relative total stockholder return ( TSR ) versus the companies in the S&P 500 at 0% of target given performance at 6.9% of goal;

Earnings before interest, taxes, depreciation and amortization ( EBITDA ) at 75.5% given performance at 90.2% of goal; and

Free cash flow at 131.3% of target given performance at 106.3% of goal.

**Table of Contents**

For 2017, the mix of the key elements of compensation (expressed as a proportion of total compensation) awarded to our named executive officers was as follows (excluding compensation of the type that would fall under All Other Compensation in our Summary Compensation Table):

	<b>Base Salary</b>	<b>Annual Cash Incentive Award (at target)</b>	<b>LTPU Award for 2017-2019 (at target)</b>	<b>Fair Value of Restricted Stock Granted</b>
Mr. Kessler	15.3%	18.4%	32.9%	33.4%
Mr. Trammell	21.8%	18.5%	29.4%	30.3%
Mr. Bolt	27.9%	20.9%	25.2%	26.0%
Mr. Guo	28.4%	22.7%	24.1%	24.8%
Mr. Harrington	27.7%	20.8%	25.3%	26.2%

The table and charts above reflect compensation levels for Mr. Kessler and Mr. Guo following their promotions in May 2017 and March 2017, respectively. We have not included compensation information for Mr. Hollar, who joined our company in June 2017, as his 2017 compensation was impacted by amounts paid in connection with his hiring and therefore was not representative of our typical compensation practices. We have also excluded compensation information for Mr. Sherrill as he is no longer our Chief Executive Officer and we believe inclusion of his information in the Other NEO table would skew the presentation of the compensation mix for such group as a whole.

As the table and charts show, at the targeted level, our incentive compensation awards during 2017 represented approximately 84% of the total compensation awarded to our Chief Executive Officer in 2017 and an average of approximately 74% of the total compensation awarded to the other named executive officers shown above in 2017.

**Results of Say-on-Pay Vote**

Our stockholders hold an annual advisory vote on executive compensation (the say-on-pay proposal). At our annual meeting held in May 2017, over 94% of the shares present and entitled to vote on our say-on-pay proposal were voted in favor of the proposal. The committee believes this affirms stockholders' support of our approach to executive compensation for 2017. The committee will continue to consider the outcome of the annual say-on-pay proposal when making future compensation decisions for our executives.

## **Table of Contents**

### **Highlights of our Executive Compensation Practices**

#### *What we do*

**Pay for Performance** We tie pay to performance, with incentive compensation representing approximately 84% of the total target compensation awarded to our Chief Executive Officer in 2017.

**Benchmarking** Our policy is to provide salary, annual cash incentive compensation and long-term incentive compensation that is competitive with the market and comparable companies when performance targets are met and is generally targeted to be in the range of the 50th percentile of compensation for target performance.

**Tally Sheets** The committee uses tally sheets to review the total amount of compensation and benefits provided to the named executive officers annually as well as over a period of years.

**Robust Stock Ownership Requirements** We maintain stock ownership guidelines that apply to all of our directors and senior officers.

**Clawbacks** We have a clawback policy that requires reimbursement of incentive compensation in specified circumstances.

**Independent Compensation Consulting Firm** The committee engages an independent compensation consulting firm. The committee most recently re-assessed the firm's independence in October 2017 and found the firm to be independent based on the criteria set forth in the NYSE rules regarding compensation consultant independence.

**Advisory Say-on-Pay Vote** Our stockholders hold an annual advisory vote on executive compensation (the say-on-pay proposal). At our annual meeting held in May 2017, over 94% of the shares present and entitled to vote on our say-on-pay proposal were voted in favor of the proposal. The committee believes this affirms stockholders' support of our approach to executive compensation for 2017.

#### *What we don't do*

- × **Anti-Hedging Policy and Insider Trading Policy** Directors, officers and other employees are prohibited from engaging in insider trading, trading in our securities on a short-term basis, purchasing our securities on margin, short-selling our securities or entering into transactions designed to hedge the risks and benefits of ownership of our securities.
- × **Anti-Pledging Policy** Our directors and executive officers are prohibited from pledging our securities as collateral.





## **Table of Contents**

### **Compensation Objectives**

Our compensation policies are based on the belief that executive and stockholder financial interests should be aligned as closely as possible, and compensation should be designed such that company performance drives the level of pay that our named executive officers and all management employees receive. Our executive compensation program has been structured to:

Reinforce a results-oriented management culture with executive pay that varies according to company performance;

Focus executives on annual and long-term business results with the overarching goal of enhancing stockholder value;

Align the interests of our executives and stockholders through equity-based compensation awards; and

Provide executive compensation packages that attract, retain and motivate executives of the highest qualifications, experience and ability.

Based on the guiding principle of aligning executive compensation with the financial interests of our stockholders, our executive compensation program provides competitive levels of compensation derived from several sources: salaries, annual cash incentive awards, stock ownership opportunities through restricted stock awards, and cash-settled long-term performance units.

We also offer other benefits typically offered to executives by major U.S. corporations, including defined benefit retirement plans (under which future benefit accruals were substantially eliminated for senior management in 2006 as described below), defined contribution retirement plans, limited perquisites, employment agreements (in limited cases), severance and change in control benefits, and health and welfare benefits.

### **Compensation Process**

In determining competitive compensation, the committee engages Meridian Compensation Partners LLC ( Meridian ), a nationally recognized compensation consulting firm that, in order to maintain its independence, reports directly to the committee. For our Chief Executive Officer, Meridian generally provides market data regarding salary, annual cash incentive award targets, and equity-based and other long-term incentive compensation awards directly to the committee as it makes decisions with respect to compensation. For the other named executive officers, our Chief Executive Officer formulates the initial recommendations regarding salary, annual cash incentive award targets and equity-based and other long-term incentive compensation awards. The committee reviews these recommendations in light of market data prepared by Meridian. For other forms of compensation and benefits, management generally makes initial recommendations that are considered by the committee.

Our general policy is to provide salary, annual cash incentive payments and equity-based and other long-term incentive compensation to named executive officers that is competitive with the market and comparable companies when financial and qualitative performance targets are met (i.e., in the range of the median compensation for target performance). In making its determinations regarding these elements of compensation, the committee regularly

reviews data regarding compensation practices at other companies that it determines to be relevant to compensation matters affecting our company.

**Table of Contents**

The benchmarking information we use in establishing salary, annual cash incentive payments and equity-based and other long-term incentive compensation typically includes the most recently available data regarding publicly traded companies comparable to our company in terms of industry, proximity, market capitalization and/or other factors. For 2017 compensation determinations, specific data was reviewed regarding a comparison group consisting of the following twenty companies:

***2017 Compensation Peer Group***

American Axle & Manufacturing Holdings, Inc.	Harley-Davidson, Inc.
Autoliv, Inc.	Illinois Tool Works Inc.
BorgWarner Inc.	Lear Corporation
Cooper Tire & Rubber Company	Lennox International Inc.
Cummins Inc.	Meritor, Inc.
Dana Incorporated	Oshkosh Corporation
Delphi Automotive PLC	Terex Corporation
Eastman Chemical Company	The Timken Company
Eaton Corporation plc	Visteon Corporation
The Goodyear Tire & Rubber Company	Whirlpool Corporation

In addition, the committee reviewed aggregate data regarding a broader group of durable goods manufacturers (that were not specifically identified to the committee). This data was prepared by Meridian and compared targeted and actual compensation paid by these companies to their executive officers in specified positions to the compensation we pay to named executive officers in the same or similar positions.

In addition to looking at the competitiveness of the elements of pay, the committee uses tally sheets to review the total amount of compensation and benefits provided to the named executive officers annually as well as over a period of years. The tally sheets also help the committee consider pay decisions in the context of an executive's total compensation.

Each year, our Chief Executive Officer reviews with and recommends to the committee the annual salary, incentive plan target and equity-based and other long-term compensation for each of our named executive officers and other key management personnel (excluding the Chief Executive Officer). The committee reviews those recommendations and makes a final determination with respect to such compensation. In general, the compensation that is developed for each of these named executive officers is based on competitive market data and on the Chief Executive Officer's recommendations regarding the executive's overall contributions, past performance and anticipated future contributions. The committee also reviews the executive's performance separately and sets the salary, incentive plan target and equity-based and other long-term compensation of the Chief Executive Officer based on competitive market data as well as the committee's assessment of the Chief Executive Officer's past performance and anticipated future contributions.

***Design and Elements of Compensation***

Our compensation program generally provides that, as an employee's level of responsibility increases, a greater portion of his or her potential total compensation is based on company performance and varies in accordance with the market price of our common stock. This results in greater potential variability in the individual's total compensation from year to year. In designing and administering the components of the executive compensation program, the committee strives



**Table of Contents**

to balance short- and long-term incentive objectives and to employ prudent judgment when establishing performance criteria, evaluating performance and determining actual incentive payments.

In general, we use the benchmarking data described above to allocate between annual compensation and long-term compensation (excluding retirement benefits) and between cash compensation and equity compensation. We believe it is customary to have annual and long-term performance awards payable in cash, as well as awards that result in the issuance of shares. The following is a description of each element of our executive compensation program, along with a discussion of the decisions of, and actions taken by, the committee with respect to each such aspect of compensation for 2017.

***Salary and Annual Cash Incentive Compensation***

For 2017, an executive's basic annual cash compensation package consisted primarily of a base salary and the opportunity to earn payments under the Tenneco Value Added Incentive Compensation Plan (the TAVA Plan). Some of our executive officers participated in a separate executive bonus plan that was designed to meet the performance-based compensation requirements of Section 162(m) of the Internal Revenue Code, but under which payout determinations are made consistent with the payout determinations under the TAVA Plan (subject to maximum limitations established for Section 162(m) purposes). References in this proxy statement to the TAVA Plan also cover this separate plan. The TAVA Plan provided for annual incentive payments based on objective and subjective determinations regarding company performance. These elements of compensation are customary within our industry.

The 2017 salary levels established for our named executive officers were designed to be, in general, in the 50th percentile range when compared to the salaries set by the companies in the compensation surveys reviewed as set forth above. For 2017, salary increases were 3.0% for Mr. Kessler (and then another 8.5% in connection with his mid-year promotion to CEO), 3.0% for Mr. Sherrill, 4.0% for Mr. Trammell, 3.0% for Mr. Bolt, 5.6% for Mr. Guo (and then another 11.6% in connection with his mid-year promotion to Executive Vice President and President Clean Air), and 3.0% for Mr. Harrington over 2016 levels and consistent with market movement and appropriate equity adjustments.

The following table shows the base salary and 2017 annual TAVA Plan bonus target for each named executive officer for 2017:

<b>Named Executive Officer</b>	<b>2017 Base Salary</b>	<b>2017 Annual Cash Incentive Target as % of Salary</b>
Brian J. Kessler (1)	\$ 1,000,000	120%
Gregg M. Sherrill	\$ 1,200,000	125%
Kenneth R. Trammell	\$ 650,000	85%
Gregg A. Bolt	\$ 525,500	75%
Peng (Patrick) Guo (2)	\$ 530,000	80%
Jason M. Hollar	\$ 500,000	75%
James D. Harrington	\$ 546,500	75%

- (1) Reflects new base salary rate and annual incentive target for promotion effective May 17, 2017. Prior to the promotion, Mr. Kessler's base salary was \$922,000 and his target bonus was 100%.



**Table of Contents**

(2) Reflects new base salary rate and annual incentive target for promotion effective March 15, 2017. Prior to the promotion, Mr. Guo's base salary was \$475,000 and his target bonus was 75%.

The TAVA Plan target payment levels established for our named executive officers for 2017 were also designed to be, in general, in the 50th percentile range when compared to target levels for similar payments set by the companies in the compensation surveys reviewed as described above. Like executives at peer companies, our named executive officers had the potential to earn payouts above or below the target under the TAVA Plan based on our actual company performance. We have used EVA performance as the performance metric for the TAVA Plan because we believe that strong EVA performance is correlated with stockholder returns and that making business and investment decisions based on EVA balances cash-oriented and earnings-oriented results. EVA<sup>®</sup> is defined as net operating profit after taxes minus the annual cost of capital and is a registered trademark of Stern Value Management.

Under the TAVA Plan, our management developed EVA performance goals and recommended them to the committee. The committee reviewed those EVA performance goals, other information provided by management and performance data provided by Meridian and adopted the goals the committee determined appropriate. At the conclusion of the year, the committee approved incentive award payments to named executive officers based on the degree of achievement of the goals established for the year and on judgments of performance. Under the TAVA Plan, 75% of an individual's award is based on a formula tied to our corporate achievement of pre-established EVA performance objectives. The terms of the TAVA Plan allow the committee to reduce this portion of the award based on factors that the committee considers relevant. The other 25% of an individual's award is based on the committee's discretionary determination of our company performance and other relevant factors. Each participant's payout under the TAVA Plan is capped at two times his or her target, except as the committee otherwise determines.

For 2017, EVA performance of \$97 million would have resulted in a named executive officer being eligible to receive an EVA-based bonus equal to 100% of the target bonus amount. In setting the EVA performance test, the committee gave effect to forecasted currency headwinds and a planned increase in capital charges in 2017. For 2017, EVA performance \$25 million better than the target of \$97 million would have resulted in a named executive officer being eligible to receive an EVA-based bonus equal to 200% of the target bonus amount. Our EVA performance for 2017 was \$77 million, which was the level of performance required for this portion of the TAVA bonus to be paid at 19.5% of the target level.

Weighing all of these factors, the committee declared the EVA-based portion of the bonus at 19.5% of target and also determined that the 25% portion of each executive's TAVA Plan award would be declared at 19.5% of the target level.

The following table illustrates the target, maximum and actual TAVA Plan payments for our named executive officers for 2017:

	Annual TAVA Bonus Plan 2017 Target and Maximum				Annual TAVA Bonus Plan 2017 Payouts		
	75% (EVA Based)		25% Discretionary		25%		Total
	Target	Maximum	Target	Maximum	75% EVA	Discretionary	
Mr. Kessler (1)	\$ 813,125	\$ 1,626,250	\$ 271,042	\$ 542,084	\$ 158,559	\$ 52,853	\$ 211,412
Mr. Sherrill (2)	\$ 1,125,000	\$ 2,250,000	\$ 375,000	\$ 750,000	\$ 219,375	\$ 73,125	\$ 292,500
Mr. Trammell	\$ 414,375	\$ 828,750	\$ 138,125	\$ 276,250	\$ 80,803	\$ 26,934	\$ 107,737
Mr. Bolt	\$ 295,594	\$ 591,188	\$ 98,531	\$ 197,063	\$ 57,641	\$ 19,214	\$ 76,855
Mr. Guo (3)	\$ 305,297	\$ 610,594	\$ 101,766	\$ 203,532	\$ 59,533	\$ 19,844	\$ 79,377
Mr. Hollar	\$ 281,250	\$ 562,500	\$ 93,750	\$ 187,500	\$ 54,844	\$ 18,281	\$ 73,125



Mr. Harrington (4)	\$	307,406	\$	614,813	\$	102,469	\$	204,938	\$	44,958	\$	14,986	\$	59,944
--------------------	----	---------	----	---------	----	---------	----	---------	----	--------	----	--------	----	--------

(1) Reflects pro rata adjustments due to promotion effective May 17, 2017.

---

**Table of Contents**

(2) Mr. Sherrill retired as our Chief Executive Officer on May 17, 2017 but continued to serve as our Executive Chairman during 2017. His target and maximum TAVA Plan payments did not change as a result of this position change.

(3) Reflects pro rata adjustments due to promotion effective March 15, 2017.

(4) Mr. Harrington retired from our company in September 2017. The amounts shown in the Target and Maximum columns reflect his bonus potential at the time targets were established in February 2017. The amounts shown as his 2017 payouts are reported as All Other Compensation in the Summary Compensation Table.

As described below, in early 2018 the committee decided to implement a new annual bonus program. See Upcoming Changes to Compensation Program.

***Long-Term and Stock-Based Incentives***

Our long-term and stock-based incentive plans have been designed to align a significant portion of executive compensation with stockholder interests. The current plan the 2006 Long-Term Incentive Plan permits a variety of awards including stock options, restricted stock, stock equivalent units and performance units. These awards are based on an analysis of competitive levels of similar awards.

The company's long-term and stock-based compensation program has been comprised of:

- awards of restricted stock which generally vest in 1/3 increments over three years (subject to acceleration of a portion of the shares to the date of grant as necessary to satisfy tax withholding obligations with respect to executives who are taxed upon the granting of restricted stock), and
- cash-settled long-term performance units ( LTPUs ) which are generally earned over a three-year performance period and paid after the end of the performance period.

Each year, typically at its meeting in February, the committee reviews and approves LTPU award amounts earned for the most recent performance period, and determines the size, nature and distribution of long-term and stock-based grants for our named executive officers for the new year. In addition, during the course of the year the committee may award additional LTPUs covering partially completed performance periods in connection with new hires or promotions.

Historically, the amount of these awards has been designed to target value for our named executive officers in the range of the 50th percentile when compared to the value of similar awards granted by peer companies to their executives, based on the committee's assumptions regarding future company performance and other factors. The value actually realized from these awards could be above or below the 50th percentile based on our actual company performance.

LTPUs are denominated in dollar targets ( Target Value ) and are payable 50% based on our total stockholder return (stock price appreciation adjusted for any dividends) ( TSR ) relative to the TSR of the companies in the S&P 500, 30% based on our EBITDA (as described below) and 20% based on our FCF (as described below) during the performance period. The performance is applied against a multiplier that determines the percentage of the dollar target that is

earned based on that level of performance. The committee included EBITDA and FCF as part of our LTPU program so that our program would incorporate multiple metrics that are key to our delivering sustainable performance. The LTPUs are payable at the end of a three-year performance period. The LTPUs granted in 2015 were paid in early 2018 based on our 2015 through 2017 performance, as described below. The LTPUs granted in 2016 will be payable in early 2019 based on our 2016 through 2018 performance. The LTPUs granted in 2017 will be payable in early 2020 based on our 2017 through 2019 performance. As discussed below, for

**Table of Contents**

2018 the committee determined to change the metrics applicable to the long-term performance awards. See Upcoming Changes to Compensation Program.

For these purposes:

EBITDA is our earnings before interest, taxes, depreciation, amortization and non-controlling interests, adjusted for (a) asset write-downs, (b) litigation or claim judgments or settlements, (c) the effect of changes in tax laws, accounting principles, or other laws or provisions affecting reported results, (d) accruals for reorganization and restructuring programs, (e) extraordinary nonrecurring items as described in Accounting Principles Board Opinion No. 30 and/or in management's discussion and analysis of financial condition and results of operations appearing in the company's annual report to stockholders for the applicable year, and (f) acquisitions or divestitures; and

FCF is our operating cash flow less cash interest payments, net cash tax payments and distributions to non-controlling interest partners, excluding the impact of acquisitions and divestitures.

For the LTPUs granted in 2015, 2016 and 2017, a named executive officer earns a percentage of the LTPUs Target Value based on performance as set forth below.

**For Relative TSR Performance 50% of Total Target Value ( TSR Target Value )**

<b>Company TSR Percentile Ranking</b>	<b>Percent of TSR Target Value</b>
<sup>3</sup> 75th	200% (maximum)
50th	100% (target)
40th	50% (threshold)
< 40th	0%

**For Cumulative EBITDA Performance 30% of Total Target Value ( EBITDA Target Value )**

<b>Cumulative EBITDA as % of Target</b>	<b>Percent of EBITDA Target Value</b>
120%	200% (maximum)
100%	100% (target)
80%	50% (threshold)
< 80%	0%

**For Cumulative FCF Performance 20% of Total Target Value ( FCF Target Value )**

<b>Cumulative FCF as % of Target</b>	<b>Percent of FCF Target Value</b>
--------------------------------------	------------------------------------

Edgar Filing: TENNECO INC - Form DEF 14A

120%	200% (maximum)
100%	100% (target)
80%	50% (threshold)
< 80%	0%

Payouts are prorated for performance between the levels presented above.

**Table of Contents**

For the LTPUs granted in 2015, the committee's target levels of performance for the 2015 through 2017 period and our actual level of performance were as follows:

<b>Performance Measure</b>	<b>Percentage of Total Target Value</b>	<b>Target Performance</b>	<b>Actual Performance</b>	<b>Actual Performance as Percentage of Target Performance</b>	<b>Payout (Percentage of Target)</b>
TSR v. TSR of S&P 500	50%	50th Percentile	24th Percentile (1) (6.9% TSR)	N/A	0%
Cumulative EBITDA	30%	\$2.772 billion	\$2.500 billion	90.2%	75.5%
Cumulative FCF	20%	\$336 million	\$357 million	106.3%	131.3%

(1) Based on a 20-day average stock price at the end of 2014 and 2017.

Based on this performance, the scheduled cash payment under these LTPUs was made in early 2018, with award holders receiving payouts equal to 48.9% of the target amount of the applicable award.

**Upcoming Changes to Compensation Program**

In 2017, the committee worked with management and Meridian to analyze our compensation program to assess its continued effectiveness to drive results. Based on that review, the committee determined to modify certain aspects of our program to further align the interests of our management and stockholders. While the committee continues to believe that EVA is an effective performance metric, the committee determined to shift EVA measurement to the long-term incentive program and focus short-term incentives on two key drivers of EVA: earnings before interest expense, income taxes and non-controlling interests ( EBIT ) and cash flow. For annual cash bonuses for our executive officers, performance targets going forward will be based 60% on EBIT and 40% on free cash flow. For our long-term program, we will continue to make stock-based awards with vesting over three years (but in the form of stock-settled restricted stock units rather than restricted stock) and will continue to have a three-year performance award. The new performance awards will be earned 50% based on three-year EVA performance and 50% based on three-year total stockholder return against a peer group. In addition, the new performance awards will be paid in shares of our common stock rather than cash. The committee believes that our compensation program has served the company well to date, and that the adjustments being implemented in 2018 will further align our program with business strategies, market practices and our ability to engage our teams to achieve results.

**Employment Agreements and Arrangements**

In January 2007, Mr. Sherrill joined us as our Chief Executive Officer. We entered into an employment agreement with him that is described on pages 50-51. While Mr. Sherrill retired as our Chief Executive Officer on May 17, 2017, he has continued to serve as our Executive Chairman since that date and will continue to serve as our Executive Chairman until his retirement as an employee on May 16, 2018. His employment agreement was not altered as a result of this change in position and remains in full force and effect until his upcoming anticipated retirement.

In January 2015, Mr. Kessler joined us as Chief Operating Officer. His offer letter is described on page 51. Mr. Kessler was appointed as our Chief Executive Officer on May 17, 2017, but his offer letter was not altered as a

result of this change in position and remains in full force and effect.

In December 2012, we entered into an offer letter with Mr. Bolt that is described on page 51.

## **Table of Contents**

We have certain arrangements with Mr. Guo relating to his former expatriate assignment that are described on page 51.

In April 2017, we entered into an offer letter with Mr. Hollar that is described on pages 51-52.

## ***Retirement Plans***

We offer to our U.S.-based salaried employees, including our U.S.-based named executive officers, a customary, tax-qualified defined contribution retirement (401(k)) plan. For 2017, we provided a company match on employee contributions of 100% on the first 3% of an employee's pay and 50% on the next 2% of an employee's pay, which we believe to be in line with prevailing practices for major U.S. corporations. In addition to this matching contribution, we also provide a company contribution equal to 2% of salary for persons hired on or after April 1, 2005 who have completed at least one year of service. We established this company contribution when we closed our defined benefit retirement plans to new participants in 2005.

For those U.S.-based executives hired before April 1, 2005, we offered defined benefit retirement plans that we believed were customary for the automotive industry and were consistent with similar plans maintained by the consolidated Tenneco Inc. prior to our becoming a stand-alone public company in 1999. These plans included:

a customary tax-qualified retirement plan that was generally available to all U.S.-based salaried employees (see Post-Employment Compensation ); and

a supplemental executive retirement plan, which we call the SERP (see Post-Employment Compensation Tenneco Supplemental Retirement Plan ).

Effective December 31, 2006, we froze our defined benefit retirement plans for certain employees and replaced them with additional benefits under defined contribution retirement plans. Prior earned benefits under the defined benefit retirement plans were, however, preserved.

To address the loss of future benefits associated with the freeze, we amended our qualified defined contribution retirement plans, effective January 1, 2007, to provide for additional annual company contributions in amounts that increase with the employee's age. These additional contributions, which we refer to as Company Retirement Contributions, are payable for each employee who ceased to accrue benefits or whose benefits were otherwise modified under any defined benefit retirement plan in connection with the freeze. Company Retirement Contributions are also provided to employees hired after the freeze in an amount equal to 2% of compensation. In addition, effective January 1, 2007, we implemented an unfunded non-qualified defined contribution retirement plan. Our named executive officers and other senior managers are eligible to participate in this plan, with allocations under the plan generally calculated in the same manner as under the applicable existing defined contribution retirement plan, except that (i) Company Retirement Contributions under the plan are made based on compensation that includes bonus compensation payable in accordance with the TAVA Plan formula and (ii) contributions under this plan are based on compensation in excess of the Section 401(a)(17) limitations of the Internal Revenue Code.

Under the terms of his employment agreement, Mr. Sherrill is entitled to an age-graded benefit under this plan based on his total compensation (including bonus compensation) in excess of the limitations under Section 401(a)(17) of the Internal Revenue Code and a multiple of 1.5. Under the terms of his offer, Mr. Kessler receives a contribution under this plan of 3% of compensation (including bonus compensation). In addition, in December 2007, the committee



granted Mr. Trammell an enhanced benefit under this plan equal to an age-graded benefit based on his

## **Table of Contents**

total compensation (including bonus compensation) in excess of the limitations under Section 401(a)(17) of the Internal Revenue Code and a multiple of 2.0. The committee granted these enhanced benefits based on competitive data provided by our compensation consultant.

### ***Perquisites***

In connection with Mr. Kessler's permanent move from Mequon, Wisconsin to the Chicago-land area, we reimbursed Mr. Kessler for certain relocation expenses and provided a tax gross up on those expenses, consistent with our general policies applicable to relocation of our senior executives. In connection with Mr. Guo's assignment in China, we reimbursed Mr. Guo for the difference between the actual income and social security taxes paid by Mr. Guo and the hypothetical income and social security taxes that would have been paid to Mr. Guo were he to have remained in the U.S. and provided certain benefits related to his assignment. In addition, we provided reimbursement for spousal travel to a corporate function (and a tax gross up thereon) to certain executives.

### ***Severance Benefits***

We have agreed to pay each of our Chief Executive Officer and our Executive Chairman two times his then current salary if we terminate his employment other than for disability, cause or in connection with a change in control.

Under the terms of his Offer Letter, unless and until Mr. Hollar is named our Chief Financial Officer, if Mr. Hollar is terminated by us other than for disability, cause or in connection with a change in control, he is entitled to receive a lump sum severance benefit equal to his base salary plus his target annual bonus. If Mr. Hollar is terminated while serving as our Chief Financial Officer, he will be eligible to participate in our Severance Benefit Plan discussed below.

We view these benefits as customary and a key element of the recruiting and retention of executives in light of company and industry specific factors.

Otherwise, we maintain a Severance Benefit Plan that applies to all salaried, full-time employees with at least one month of service who are terminated by us in connection with a reduction in force or similar layoff. The benefits payable under this plan are described under **Other Potential Post-Employment Compensation** **Severance Benefits**. This plan was originally adopted in the 1990s based on prevailing practices at other major U.S. corporations. We most recently amended the plan in August 2015 to reflect prevailing practices.

### ***Change in Control***

We maintain a Change in Control Severance Benefit Plan for Key Executives to enable us to retain and motivate highly qualified employees by eliminating, to the maximum practicable extent, any concern that their job security or benefit entitlements will be jeopardized by a change in control of our company.

Our plan applies to our top nine executive officers and generally provides for cash benefits consisting primarily of a multiple (two or three times) of an executive officer's annual salary and annual targeted cash incentive if the executive officer is actually terminated (other than for cause, death or disability) or constructively terminated within two years following a change in control. See **Post-Employment Compensation** **Other Potential Post-Employment Compensation** **Change in Control Severance Benefit Plan for Key Executives**. Our current Change in Control Severance Benefit Plan for Key Executives was adopted in 2007. Each of Mr. Sherrill's and Mr. Kessler's



## **Table of Contents**

cash payment in connection with a change in control termination will equal three times the total of his then current base salary plus his targeted annual bonus in effect immediately prior to the change in control. Each of Mr. Trammell's, Mr. Guo's, Mr. Bolt's and Mr. Hollar's cash payment in connection with a change in control termination will equal two times the total of his then current base salary plus his targeted annual bonus in effect immediately prior to the change in control.

In addition, the terms of our 2006 Long-Term Incentive Plan, as amended (and our prior plans), provide for awards to vest upon a change in control, unless the committee otherwise provides in an award agreement.

## **Equity Award Policy**

Our Board of Directors has adopted a formal policy regarding compensatory awards in the form of our common stock or any common stock derivative, such as restricted stock, options, stock appreciation rights and stock equivalent units. Under the policy, in general, equity awards must be approved by the committee or the Board of Directors. Typically, the committee will make annual awards that it determines to be appropriate at its meeting held in February. The committee also has the authority to make interim awards in its discretion. The strike price of any option or stock appreciation right must be the fair market value of a share of our common stock on the date of grant as determined under the 2006 Long-Term Incentive Plan (which is the average of the highest and lowest sales price of a share of our common stock on the date of grant).

Our policy also permits a committee of management to make awards in certain cases. The management committee consists of our Chief Executive Officer, General Counsel and our most senior human resources executive. The management committee has the authority to make equity awards to (i) newly hired employees and (ii) employees who are promoted during the course of a year. The awards can be made only in amounts necessary to provide the employee with awards consistent with the amount of awards most recently made to employees of the same salary grade level, prorated based on when the employee was hired or promoted. The total number of shares that the management committee can issue under this policy is 100,000. The management committee is not authorized to make awards to new or promoted employees whom we would typically consider to be at the most senior management or executive officer level.

## **Stock Ownership Guidelines**

We maintain stock ownership guidelines that apply to all of our directors and our senior officers. We believe our guidelines further align management's and stockholders' interests and we based the guidelines on practices at comparable companies. The individual guidelines are:

6 x annual base salary for the Chairman and Chief Executive Officer;

4 x annual base salary for the Chief Operating Officer and Chief Financial Officer;

5 x annual retainer fee for the Non-Management Members of our Board of Directors;

3 x annual base salary for the Executive Vice Presidents and Senior Vice Presidents; and

1 x annual base salary for Vice Presidents (in the executive compensation band).

The committee may, from time to time, temporarily suspend or reevaluate and revise participants' guidelines to give effect to changes in our common stock price or other factors the committee deems relevant. Shares that count towards satisfaction of the guidelines include: (i) shares owned outright by the participant or an immediate family member that shares the same household; (ii) shares held in our defined contribution plans; (iii) restricted stock issued by us, whether or not

## **Table of Contents**

vested; (iv) unvested time-vesting restricted stock units issued and held as part of long-term compensation; (v) shares issued upon stock option exercises or vesting of any long-term compensation award that the participant continues to hold; and (vi) shares or share equivalent units underlying deferred fees paid to directors.

Participants are required to achieve their guideline within five years of becoming subject to the guidelines. The committee reviews each participant's compliance (or progress towards compliance) with the guidelines annually, typically at its meeting in February. In its discretion, the committee may impose conditions, restrictions or limitations on any non-compliant participant as the committee determines to be necessary or appropriate.

All of our non-management directors and executive officers, including the named executive officers, are in compliance with the guidelines either through maintaining the requisite level of ownership or being within the ramp-up period to achieve the requisite level of ownership under the policy.

## **Anti-Hedging Policy and Trading Restrictions**

Our insider trading policy limits the timing and types of transactions in our securities by our directors, officers and other employees. These persons are permitted to trade in our securities only during window periods (following earnings releases) and, in some cases, only after they have pre-cleared transactions with our General Counsel. In addition, the policy provides that none of our directors, officers or other employees may engage in the following transactions:

trading in Tenneco stock on a short-term basis;

trading in Tenneco stock on margin;

short-selling Tenneco stock; and

entering into transactions designed to hedge the risks and benefits of ownership of Tenneco securities, including the purchase and/or sale of derivatives, as well as any other transaction that is designed to hedge or offset, or that has the effect of hedging or offsetting, any change in the value of Tenneco securities.

## **Anti-Pledging Policy**

We have adopted a policy under which our directors and executive officers are prohibited from pledging our securities as collateral for a loan.

## **Clawback Policy**

We have a policy whereby we will, in all appropriate circumstances, require reimbursement of any annual incentive payment or long-term incentive payment to an executive officer where: (1) the payment was predicated upon achieving certain financial results that were subsequently the subject of a substantial restatement of our financial statements filed with the SEC; (2) our Board determines the executive engaged in intentional misconduct that caused or substantially caused the need for the substantial restatement; and (3) a lower payment would have been made to the executive based upon the restated financial results. In each such instance, we will, to the extent practicable, seek to

recover from the individual executive the amount by which the individual executive's incentive payments for the relevant period exceeded the lower payment that would have been made based on the restated financial results.

**Table of Contents**

**Impact of Regulatory Requirements on Compensation**

Section 162(m) of the Internal Revenue Code imposes a \$1 million limit on the amount that a publicly-traded corporation may deduct for compensation paid to the Chief Executive Officer or one of the company's other three most highly compensated executives (other than the Chief Financial Officer) who is employed on the last day of the year.

Performance-based compensation, as defined under Internal Revenue Service rules and regulations, was excluded from this \$1 million limitation. Our compensation programs are structured to support organizational goals and priorities and stockholder interests. The committee did not have a policy requiring all compensation to be deductible under Section 162(m). However, in 2014 we adopted the Executive Bonus Plan under our 2006 Long-Term Incentive Plan that was designed to meet the requirements for performance-based compensation under Section 162(m). The subcommittee's grants of LTPUs and stock option awards and, beginning in 2015, restricted stock were generally designed to incorporate the applicable requirements for performance-based compensation under IRS rules and regulations.

The Tax Reform and Jobs Act of 2017 (the Act) eliminated the ability of companies to rely on the performance-based compensation exception under Section 162(m) and the \$1 million limitation on deductibility generally was expanded to include all named executive officers (including the principal financial officer). As a result, beginning in 2018, we will no longer be able to take a deduction for any compensation paid to our named executive officers in excess of \$1 million unless the compensation originally qualified for the performance-based compensation exception and qualifies for transition relief applicable to certain arrangements in place on November 2, 2017. Despite the committee's efforts to structure the executive compensation in a manner intended to be exempt from Section 162(m) and therefore not subject to its deduction limits, because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and the regulations issued thereunder as amended by the Act, including the uncertain scope of the transition relief under the Act, no assurance can be given that compensation intended to satisfy the requirements for exemption from Section 162(m) in fact will. Further, the committee reserves the right to modify compensation that was initially intended to be exempt from Section 162(m) if it determines that such modifications are consistent with Tenneco's business needs.

In general, our philosophy is to seek to preserve the tax deductibility of executive compensation only to the extent practicable and consistent with our overall compensation philosophies. We do not make compensation determinations based on the accounting treatment of any particular type of award.



**Table of Contents****Summary Compensation Table**

The following table shows the compensation that we paid to: (1) our current Chief Executive Officer; (2) the individual who served as our Chief Executive Officer until May 17, 2017; (3) our current Chief Financial Officer; (4) each of our next three most highly compensated executive officers who were serving at the end of 2017 based on total compensation less the increase in actuarial value of defined benefits and any above market or preferential earnings on non tax-qualified deferred compensation; and (5) a former executive who would have been among the group described in clause (4) but for the fact that he was no longer serving as an executive at the end of 2017. We refer to these individuals collectively as the named executive officers. The table shows amounts paid to the named executive officers for all services provided to our company and its subsidiaries for 2015, 2016 and 2017 (except in the case of Messrs. Bolt, Guo, Hollar and Harrington, for whom information is presented only for 2017, as they were not named executive officers in 2015 or 2016).

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus(1) (\$)	Awards(2) (\$)	Non-Equity Change in Incentive			Total (\$)
					Stock	Plan	Pension	
Brian J. Kessler Chief Executive Officer (6)	2017	970,479	52,853	2,177,555	892,059		284,410	4,377,356
	2016	895,000	210,773	1,389,494	1,400,317		85,931	3,981,515
	2015	850,000	1,207,188	5,791,187	1,611,563		117,738	9,577,676
Gregg M. Sherrill Executive Chairman (7)	2017	1,200,000	73,125	2,329,357	1,564,125		382,942	5,549,549
	2016	1,165,000	342,947	2,547,370	2,411,241		376,429	6,842,987
	2015	1,120,500	341,402	2,992,854	2,806,207		432,944	7,693,907
Kenneth R. Trammell Executive Vice President and CFO	2017	650,000	26,934	903,558	472,003	55,840	176,522	2,284,857
	2016	625,000	125,109	741,028	784,929	(239,397)	173,671	2,210,340
	2015	605,000	125,348	870,706	904,045	17,568	187,442	2,710,109
Gregg A. Bolt Senior Vice President, Global Human Resources	2017	525,500	19,214	490,584	253,241		40,210	1,328,749
Peng (Patrick) Guo Executive Vice President and President Clean Air (8)	2017	518,750	19,844	464,646	198,068	6,612	472,379	1,680,257

Jason M. Hollar <i>Senior Vice President Finance</i>	2017	291,667	368,281	601,319	54,844	11,850	1,327,961
James D. Harrington <i>Senior Vice President, General Counsel and Corporate Secretary (9)</i>	2017	409,875		516,319		1,696,280	2,622,474

- (1) The amounts under the column entitled *Bonus* in the table above are comprised of the portion of the named executive officer's bonus under our TAVA Plan that is not tied to EVA performance (other than for Mr. Harrington; see note (5) below). See *Compensation Discussion and Analysis - Design and Elements of Compensation - Salary and Annual Cash Incentive Compensation*. Includes a \$1,000,000 signing bonus for Mr. Kessler in 2015 and \$350,000 in signing bonuses for Mr. Hollar in 2017.
- (2) The stock award totals for a year reflect the grant date fair value of all restricted stock awarded during such year. See note 8 of our consolidated financial statements for the year ended December 31, 2015 for a description of how the 2015 data was computed; note 8 of our consolidated financial statements for the year ended December 31, 2016 for a description of how the 2016 data was computed; and note 8 of our consolidated

**Table of Contents**

financial statements for the year ended December 31, 2017 for a description of how the 2017 data was computed. Includes, in the case of Mr. Kessler and Mr. Hollar, an equity replacement award made in connection with his hiring in 2015 and 2017, respectively. See Compensation Discussion and Analysis Design and Elements of Compensation Long-Term and Stock-Based Incentives.

- (3) The amounts under the column entitled Non-Equity Incentive Plan Compensation in the table above are comprised of (a) the portion of the named executive officer's payment under our TAVA Plan that is linked to EVA performance and (b) the named executive officer's long-term performance unit payment for the 2013 through 2015 performance period, the 2014 through 2016 performance period, and the 2015 through 2017 performance period, respectively (other than for Mr. Harrington; see note (5) below). See Compensation Discussion and Analysis Design and Elements of Compensation Salary and Annual Cash Incentive Compensation. The amounts for 2017 are set forth below:

Name	Non-Discretionary 2015-2017	
	TAVA Payout	LTPU Payout
Mr. Kessler	\$ 158,559	\$ 733,500
Mr. Sherrill	\$ 219,375	\$ 1,344,750
Mr. Trammell	\$ 80,803	\$ 391,200
Mr. Bolt	\$ 57,641	\$ 195,600
Mr. Guo	\$ 59,533	\$ 138,535
Mr. Hollar	\$ 54,844	\$ 0

- (4) As described below under Post-Employment Compensation, we traditionally maintained defined benefit and supplemental pension plans for our U.S. senior management (although future benefit accruals were frozen for most employees as of December 31, 2006 as described below under Post-Employment Compensation 2006 Changes in Defined Benefits ). Messrs. Sherrill, Kessler, Bolt, and Hollar do not participate in any defined benefit plan sponsored by us. Mr. Harrington did not participate in any defined benefit plan sponsored by us in 2017.

- (5) The amounts under the column entitled All Other Compensation in the table above for 2017 are comprised of the following:

Name	Registrant Contributions to Defined				
	Perquisites and Other Personal Benefits(a)	Life Insurance Premiums	Retirement Benefits(b)	Contribution Plans(c)	Tax Gross Up(d)
Mr. Kessler	\$ 102,979	\$ 3,483	\$	\$ 87,707	\$ 90,241

Edgar Filing: TENNECO INC - Form DEF 14A

Mr. Sherrill	\$	521	\$	4,320	\$		\$	377,968	\$	133
Mr. Trammell	\$		\$	2,340	\$		\$	174,182	\$	
Mr. Bolt	\$		\$	1,894	\$		\$	38,316	\$	
Mr. Guo	\$	435,243	\$	1,875	\$		\$	34,510	\$	751
Mr. Hollar	\$		\$	1,050	\$		\$	10,800	\$	
Mr. Harrington	\$		\$	1,476	\$	1,606,684	\$	88,120	\$	

- (a) Perquisites and other personal benefits for Mr. Kessler reflect reimbursement for his relocation to Illinois (\$101,661) and spousal travel, for Mr. Sherrill reflect

---

**Table of Contents**

reimbursement for spousal travel, and for Mr. Guo reflect tax equalization payments (and related expenses) that reflect the difference between actual income and social security tax paid by Mr. Guo and the hypothetical income and social security tax that would have been paid had he not been serving in China (\$348,911), spousal travel, a service award and certain goods, services, housing and utilities related to his expatriate assignment (\$83,903). The amount of the perquisite allowances and personal benefits reflected in the table equals actual cash expenditures made by our company.

- (b) Represents (i) the amount we accrued in 2017 in respect of the pro-rata payment under the TAVA Plan paid to Mr. Harrington, and in respect of the pro-rata payments under our long-term performance units for each of the 2015 – 2017, 2016 – 2018 and 2017 – 2019 performance periods paid or expected to be paid to Mr. Harrington, as a result of his retirement from our company in September 2017, and (ii) the value of restricted stock which became unrestricted upon such retirement.
  - (c) For our U.S. named executive officers, we offer retirement benefits through a 401(k) savings plan. Under the plan, subject to limitations in the Internal Revenue Code, participants may elect to defer up to 75% of their salary through contributions to the plan, which are invested in selected mutual funds or used to buy our common stock. For 2017, we provided a company match on an employee's contribution of 100% on the first 3% of an employee's pay and 50% on the next 2% of an employee's pay. In addition, as described below under Post-Employment Compensation – 2006 Changes in Defined Benefits, we implemented additional company contributions and an excess defined contribution plan in connection with the December 31, 2006 freezing of our defined benefit plans. All matching contributions vest immediately. Additional company contributions vest upon the named executive officer's third anniversary with Tenneco.
  - (d) Represents tax gross up payments in connection with Mr. Kessler's relocation benefits and for spousal travel.
- (6) Mr. Kessler served as the company's Chief Operating Officer until May 17, 2017. On that date, he was appointed as our Chief Executive Officer.
  - (7) Mr. Sherrill was our company's Chairman and Chief Executive Officer until May 17, 2017. Since that date, he continued to serve as our Executive Chairman during 2017.
  - (8) Mr. Guo was our company's Executive Vice President, Asia Pacific until March 15, 2017, when he was promoted to Executive Vice President and President Clean Air.
  - (9) Mr. Harrington retired from our company effective September 29, 2017.

**Table of Contents****Grants of Plan-Based Awards During 2017**

The following table shows certain information regarding grants of plan-based awards we made to the named executive officers during 2017.

**Grants of Plan-Based Awards During 2017**

Name	Grant		Threshold (\$)	Estimated Future Payout Under Non-Equity Incentive Plan Awards		All Other Stock Awards: Number of Shares of Stock or Units (\$)	Grant Date Fair Value of Stock Awards (\$)
	Date			Target (\$)	Maximum (\$)		
Mr. Kessler	2/1/2017	(1)		813,125	1,626,250		
	2/1/2017	(2)	750,000	1,500,000	3,000,000		
	2/1/2017	(2)	325,000	650,000	1,300,000		
	2/1/2017	(3)				22,752	1,548,956
	5/17/2017	(3)				11,229	628,599
Mr. Sherrill	2/1/2017	(1)		1,125,000	2,250,000		
	2/1/2017	(2)	1,127,917	2,255,833	4,511,666		
	2/1/2017	(3)				34,215	2,329,357
Mr. Trammell	2/1/2017	(1)		414,375	828,750		
	2/1/2017	(2)	437,500	875,000	1,750,000		
	2/1/2017	(3)				13,272	903,558
Mr. Bolt	2/1/2017	(1)		295,594	591,188		
	2/1/2017	(2)	237,500	475,000	950,000		
	2/1/2017	(3)				7,206	490,584
Mr. Guo	2/1/2017	(1)		305,297	610,594	6,825	464,646

Edgar Filing: TENNECO INC - Form DEF 14A

	2/1/2017	(2)	70,000	140,000	280,000		
			225,000		900,000		
	2/1/2017	(2)		450,000			
	2/1/2017	(3)					
Mr. Hollar	6/1/2017	(1)		281,250	562,500		
	6/1/2017	(2)	150,000	300,000	600,000		
	6/1/2017	(4)	125,000	250,000	500,000		
	6/1/2017	(3)				5,343	310,001
	6/1/2017	(5)				5,021	291,318
Mr. Harrington	2/1/2017	(1)		307,406	614,813		
	2/1/2017	(2)	250,000	500,000	1,000,000		
	2/1/2017	(3)				7,584	516,319

- (1) Represents targeted and maximum incentive payouts that are paid based on our corporate performance against EVA goals under the TAVA Plan as described below under Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table Annual Bonus and Non-Equity Incentive Plan Awards. These amounts represent 75% of each named executive officer's total opportunity under the TAVA Plan related to EVA performance (the remaining 25% being discretionary). There is no threshold payout. For Mr. Kessler and Mr. Guo, amount reflects pro rata adjustments due to promotions effective May 17, 2017 and March 15, 2017, respectively.
- (2) Represents threshold, targeted and maximum payouts that are paid based on our company performance against goals relating to relative total stockholder return, EBITDA and free cash flow under long-term performance units granted for the 2017-2019

**Table of Contents**

performance period under our 2006 Long-Term Incentive Plan as described below under Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table Annual Bonus and Non-Equity Incentive Plan Awards.

- (3) Represents awards of restricted stock under our 2006 Long-Term Incentive Plan. One-third of the restricted stock vest on each of the first three anniversaries of the grant date (subject to acceleration of a portion of the shares to the date of grant as necessary to satisfy tax withholding obligations with respect to executives who are taxed upon the granting of restricted stock).
- (4) Represents threshold, targeted and maximum payouts that are paid based on our company performance against goals relating to relative total stockholder return, EBITDA and free cash flow under long-term performance units granted for the 2016-2018 performance period under our 2006 Long-Term Incentive Plan granted to Mr. Hollar in connection with his hiring.
- (5) Represents awards of restricted stock under our 2006 Long-Term Incentive Plan as a signing bonus. All of these restricted stock vest on the first anniversary of the grant date.

**Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table****Annual Bonus and Non-Equity Incentive Plan Awards**

Amounts reflected in the Summary Compensation Table for 2015 through 2017 under the column entitled Bonus and Non-Equity Incentive Plan Compensation are (a) payments under the Tenneco Value Added Incentive Plan ( TAVA Plan ) and (b) payments in respect of our long-term performance units for the 2013 through 2015 performance period, the 2014 through 2016 performance period and the 2015 through 2017 performance period.

The TAVA Plan was developed initially with Stern Value Management (then known as Stern Stewart & Co.), a firm with expertise in EVA<sup>®</sup> based incentive programs. Each year, the committee establishes an EVA performance target under the TAVA Plan. At the conclusion of each year, the committee approves incentive award payments based on the degree of achievement of the goals established for that year and on judgments of performance. We base 75% of an individual's award on a formula tied to our corporate achievement of pre-established EVA objectives. We use EVA as the performance metric for the TAVA Plan because we believe that strong EVA performance is correlated with stockholder returns and that making business and investment decisions based on EVA balances cash-oriented and earnings-oriented results. However, the TAVA Plan also provides the committee the discretion to adjust this portion of the award based on other factors that the committee considers relevant. We base 25% of an individual's award on the committee's discretionary determination of our company performance and other relevant factors. In general, a participant is entitled to a pro rata bonus if his or her employment is terminated due to death, disability or retirement. Some of our executive officers participate in a separate executive bonus plan that was designed to meet the requirements of Section 162(m) of the Internal Revenue Code as performance-based compensation, but under which payout determinations are made consistent with the payout determinations under the TAVA Plan (subject to maximum limitations established for Section 162(m) purposes). References in this proxy statement to the TAVA Plan also cover this separate plan. See Compensation Discussion and Analysis for a discussion of specific determinations under the TAVA Plan for 2017. EVA<sup>®</sup> is defined as net operating profit after taxes minus the annual cost of capital and is a registered trademark of Stern Value Management.





---

## **Table of Contents**

We award long-term performance units ( LTPUs ) under our 2006 Long-Term Incentive Plan that are denominated in dollars. These LTPUs are payable in cash as follows: 50% based on our relative TSR compared to the TSR of the companies in the S&P 500, 30% based on our EBITDA and 20% based on our FCF. The performance is applied against a multiplier that determines the percentage of the dollar target that is earned based on that level of performance. These LTPUs are payable at the end of a three-year performance period. Subject to the terms of any employment agreement, these LTPUs are generally forfeited by a participant if his or her employment is terminated other than due to death, disability or retirement. In the event of termination due to death or disability, all LTPUs granted prior to 2017 will pay out at 100% of target. For the LTPUs granted in 2017 which are payable based on our 2017 through 2019 performance, in the event of termination due to death or disability, the award holder will receive a pro rata payment equal to 100% of the target amount multiplied by the percentage of the performance period during which he or she was employed by us. In the event of retirement, the award holder receives a pro rata payment equal to the amount he or she would have earned had he or she continued employment until the end of the applicable performance period multiplied by the percentage of the performance period during which he or she was employed by us.

## **Stock Awards**

Amounts reflected in the Summary Compensation Table under the column entitled **Stock Awards** represent awards of restricted common stock under our 2006 Long-Term Incentive Plan. See **Grants of Plan-Based Awards During 2017**. Our restricted stock awards generally vest one-third per year during the three years after the grant date, subject to the officer's continued employment (subject to acceleration of a portion of the shares to the date of grant as necessary to satisfy tax withholding obligations with respect to executives who are taxed upon the granting of restricted stock). Subject to the terms of any employment agreement, the unvested portion of these awards is generally forfeited by a participant if his or her employment is terminated other than due to death, disability or retirement. All restrictions lapse upon death, disability or retirement.

## **Option Awards**

Prior to 2015, we granted awards of nonqualified options to purchase common stock granted to our executive officers under our 2006 Long-Term Incentive Plan. The awards vested one-third per year during the three years after the grant date, subject to the officer's continued employment, and have a seven-year term. Subject to the terms of any employment agreement, the unexercised portion of these awards is generally forfeited by a participant on the date his or her employment is terminated other than due to death, disability or retirement. In the event of death, disability or retirement, the options become fully exercisable and remain exercisable for a period specified in the applicable award agreement.

## **Employment Agreements and Other Employment Arrangements**

In January 2007, we entered into an agreement with Mr. Sherrill that sets forth certain terms and conditions of his employment with our company. The agreement provides that, under our Change in Control Severance Benefit Plan for Key Executives, Mr. Sherrill's cash payment in connection with a change in control termination will equal three times the total of his then current base salary plus his target bonus. See **Post-Employment Compensation Other Potential Post-Employment Compensation** for a discussion of the other benefits afforded under the Change in Control Severance Benefit Plan for Key Executives. The agreement also provides that, other than

---

**Table of Contents**

in connection with a change in control, if Mr. Sherrill's employment is terminated by us other than for disability or cause, he will be paid two times his then current annual salary. The employment agreement also provides for participation in an excess non-qualified defined contribution plan as described elsewhere herein and for participation in other benefit plans we offer our employees generally. Mr. Sherrill retired as our Chief Executive Officer on May 17, 2017 but has continued to serve as our Executive Chairman since that date. His employment agreement was not altered as a result of this change in position and remains in full force and effect until his anticipated retirement on May 16, 2018, at which time he will no longer be entitled to the change in control or severance benefits described above.

In December 2014, we provided Mr. Kessler an offer letter that sets forth certain terms and conditions of his employment with our company. The letter provides that, under our Change in Control Severance Benefit Plan for Key Executives, Mr. Kessler's cash payment in connection with a change in control termination would be equal to three times the total of his then current base salary plus targeted annual bonus in effect immediately prior to the change in control. The agreement also provides that, other than in connection with a change in control, if Mr. Kessler's employment is terminated by us other than for disability or for cause, he will be paid two times his then current annual base salary. Pursuant to the letter, we paid Mr. Kessler a one-time signing bonus of \$1,000,000 and an award of 83,474 restricted shares that vests 50% on each of the second and fourth anniversaries of the grant date to replace equity forfeited when he left his prior position. In addition, Mr. Kessler received full LTPU grants for the 2013-2015 and 2014-2016 performance periods to replace foregone benefits. Pursuant to the letter, Mr. Kessler is eligible to participate in the benefit plans we offer to our employees generally as well as our 2006 Long-Term Incentive Plan. In addition, he will receive an additional 2% of base pay contribution into the 401(k) Plan after one year of service and participates in our non-qualified defined contribution plan at the rate of 3% of compensation. Mr. Kessler's offer letter was not altered when he became our Chief Executive Officer in May 2017 and it remains in full force and effect.

In December 2012, we provided Mr. Bolt an offer letter that sets forth certain terms and conditions of his employment with our company. The letter provides that Mr. Bolt is eligible to participate in our Change in Control Severance Benefit Plan for Key Executives and our Severance Benefit Plan. Pursuant to the letter, Mr. Bolt is also eligible to participate in the benefit plans we offer to our employees generally as well as our 2006 Long-Term Incentive Plan.

During Mr. Guo's assignment in China, we had a letter agreement with Mr. Guo that provided for reimbursement for rent and utilities, a company-provided vehicle and driver, tuition for children up to the age of 18, the difference of goods and services between the U.S. and China, tax preparation, and tax equalization payments. Mr. Guo is no longer on assignment in China and we have no similar letter agreement regarding his U.S. assignment, although he continues to receive tax equalization relating to his prior assignment in China.

In April 2017, we provided Mr. Hollar an offer letter that sets forth certain terms and conditions of his employment with our company. The letter provides that Mr. Hollar is eligible to participate in our Change in Control Severance Benefit Plan for Key Executives. The agreement also provides that, unless and until Mr. Hollar is named our Chief Financing Officer, if Mr. Hollar's employment is terminated by us other than in connection with a change in control, for disability or for cause, he will be paid one times his base salary and annual bonus. If Mr. Hollar is terminated while serving as our Chief Financial Officer, he will be eligible to participate in our Severance Benefit Plan. Pursuant to the letter, we paid Mr. Hollar a one-time signing bonus of \$150,000, an award of 5,343 restricted shares that vests in equal installments on the first three anniversaries of the grant date, and an award of 5,021 restricted shares that vest on the first anniversary of the grant date to replace foregone compensation when he left his prior position. Mr. Hollar also received LTPU



**Table of Contents**

grants for the 2016-2018 and 2017-2019 performance periods. In addition, to replace foregone long-term incentive cash awards at his prior position, Mr. Hollar received a \$200,000 cash payment in December 2017 and is eligible to receive an additional \$200,000 cash payment in December 2018. Pursuant to the letter, Mr. Hollar is eligible to participate in the benefit plans we offer to our employees generally as well as our 2006 Long-Term Incentive Plan.

**Outstanding Equity Awards at December 31, 2017**

The following table shows certain information regarding the outstanding equity awards held by the named executive officers at the end of 2017.

**Outstanding Equity Awards at December 31, 2017**

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Mr. Kessler				9,789	573,048
				41,737	2,443,284
				25,760	1,507,990
				22,752	1,331,902
				11,229	657,346
Mr. Sherrill	79,830	36.29	1/15/2020	17,946	1,050,559
	49,800	56.23	1/14/2021	38,151	2,233,360
Mr. Trammell				17,879	1,046,637
	23,652	36.29	1/15/2020	5,221	305,637
	14,757	56.23	1/14/2021	13,738	804,223
Mr. Bolt				6,841	400,472
	6,918	56.23	1/14/2021	2,610	152,789

				7,728	452,397
				7,206	421,839
Mr. Guo	4,434	36.29	1/15/2020	17,787	1,041,251
	3,321	56.23	1/14/2021	1,631	95,479
				6,440	376,998
				6,825	399,536
Mr. Hollar				5,021	293,929
				5,343	312,779
Mr. Harrington	5,544	36.29	1/15/2020		
	3,459	58.54	9/30/2020		

(1) No named executive officer held unvested options at December 31, 2017.

**Table of Contents**

- (2) The vesting dates and number of shares vesting for the unvested restricted stock reflected above as of December 31, 2017 are as set forth below. The unvested restricted stock held by Mr. Harrington became unrestricted upon his retirement from our company (although for tax purposes they were treated as unrestricted upon grant).

Name	Stock Vesting Date	Number of Shares Vesting
Mr. Kessler	2/1/2018	7,584
	2/3/2018	12,880
	2/4/2018	9,789
	5/17/2018	3,743
	2/1/2019	7,584
	1/14/2019	41,737
	2/3/2019	12,880
	5/17/2019	3,743
	2/1/2020	7,584
Mr. Sherrill	5/17/2020	3,743
	2/3/2018	14,538
	2/4/2018	17,946
	2/1/2019	6,474
	2/3/2019	23,613
Mr. Trammell	2/1/2020	11,405
	2/3/2018	6,869
	2/4/2018	5,221
	2/1/2019	2,417
	2/3/2019	6,869
Mr. Bolt	2/1/2020	4,424
	2/1/2018	2,402

Edgar Filing: TENNECO INC - Form DEF 14A

	2/3/2018	3,864
	2/4/2018	2,610
	2/1/2019	2,402
	2/3/2019	3,864
	2/1/2020	2,402
Mr. Guo	2/1/2018	2,275
	2/3/2018	3,220
	2/4/2018	1,631
	1/14/2019	8,894
	1/14/2019	8,893
	2/1/2019	2,275
	2/3/2019	3,220
	2/1/2020	2,275
Mr. Hollar	6/1/2018	5,021
	6/1/2018	1,781
	6/1/2019	1,781
	6/1/2020	1,781



**Table of Contents****Option Exercises and Stock Vested During 2017**

The following table shows certain information regarding options exercised and stock vested during 2017 for the named executive officers.

**Option Exercises and Stock Vested During 2017**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting(1) (#)	Value Realized on Vesting(1) (\$)
Mr. Kessler			64,406	4,313,002
Mr. Sherrill (2)	88,377	3,063,302	76,680	5,104,689
Mr. Trammell	35,462	1,089,557	14,908	1,011,928
Mr. Bolt	11,089	330,094	10,943	739,258
Mr. Guo	5,558	124,133	5,498	375,351
Mr. Hollar				
Mr. Harrington (3)	8,463	257,973	23,266	1,471,056

- (1) Includes shares withheld to satisfy tax obligations.
- (2) Includes 49,091 shares withheld to satisfy tax obligations in connection with deemed vesting as a result of Mr. Sherrill becoming eligible for retirement in January 2017.
- (3) All of Mr. Harrington's restricted stock became unrestricted upon his retirement from our company in September 2017 (although for tax purposes they were treated as unrestricted upon grant).

**Post-Employment Compensation****Pension Benefits Table**

The following table shows certain information regarding potential benefits as of December 31, 2017 for Messrs. Trammell and Guo under each of our defined benefit retirement plans.

**Pension Benefits**

<b>Name(1)</b>	<b>Plan Name(2)</b>	<b>Number of Years Credited Service(3) (#)</b>	<b>Present Value of Accumulated Benefit (\$)</b>
Mr. Trammell	Plan 2	9.7	703,215 (4)
Mr. Guo	Plan 1	7.3	66,578 (4)
	Plan 2	7.3	394 (4)

- (1) No other named executive officer participates in any defined benefit plan sponsored by us.
- (2) Plan 1 represents the Tenneco Retirement Plan and Plan 2 represents the Tenneco Supplemental Retirement Plan (which includes, for purposes of these disclosures, its predecessor plan, the Supplemental Executive Retirement Plan).

**Table of Contents**

- (3) The named executive officer's years of service credited under the plans is less than his actual years of service with Tenneco and its predecessors.
- (4) The present value of accrued benefits was calculated as of December 31, 2017, using the RP-2014 Mortality Table with improvement scale MP-2017 and a 3.80% discount rate for Plan 1 and a 3.45% discount rate for Plan 2, each deferred to the unreduced retirement age, with no deferral if the participant's age on the calculation date is greater than the unreduced retirement age. The unreduced retirement age for Plan 1 is age 62 (normal retirement age is 65). For Plan 2, the unreduced retirement age is age 62 (normal retirement age is 65). For Plan 1 and Plan 2, the first year of service is generally excluded as credited service under the plan. For Plan 2, lump sum amounts payable at the earliest unreduced retirement age were valued based on the plan's lump sum provisions, namely the GAR-94 mortality table and a 2.80% interest rate along with a 3.45% discount rate and using the RP-2014 Mortality Table with improvement scale MP-2017 for the period between December 31, 2017 and earliest unreduced retirement age.

**Tenneco Employees Retirement Plan (formerly Tenneco Retirement Plan for Salaried Employees)**

The benefit under the Tenneco Employees Retirement Plan, in which all U.S. salaried employees were eligible to participate until it was frozen as to new participants on April 1, 2005, is based on the participant's years of service, salary and age at retirement. The monthly benefit formula is 55% of the participant's final average base pay multiplied by the years of credited service (up to a maximum of 35 years) and divided by 35 and then by 12. This amount is then reduced by any benefits accrued under a plan maintained by a former affiliate. The final average base pay excludes all bonus payments and is the average pay for the last 60 full months of participation in the plan (prior to the plan being frozen). Pay is subject to the Internal Revenue Code Section 401(a)(17) pay limits. If the participant retires prior to the age of 62, the benefit is reduced by an early reduction factor.

Benefits paid under this plan are payable as an annuity only (other than small amounts which may be paid in a lump sum, special lump sums offered to terminated participants in a special window program and special lump sums offered in connection with our pension de-risking program). The default form of payment for a single participant is the Single Life Annuity, and for a married participant is a Qualified 50% Joint and Survivor Annuity. Other forms of benefit payments available include the 100% Joint and Survivor Annuity, the 75% Joint and Survivor Annuity, and the Ten Year Certain and Life Annuity.

As described below, we froze this plan for salaried employees effective December 31, 2006 so that benefits were frozen for salaried employees at the level in effect as of that date, and no future benefits will be accrued under the plan.

**Tenneco Supplemental Retirement Plan**

The benefit under the Tenneco Supplemental Retirement Plan (which includes, for purposes of these disclosures, its predecessor plan, the Supplemental Executive Retirement Plan), is based on the participant's years of service, salary and bonus and age at retirement. The purpose of the plan is to include bonuses in determining retirement payments, which is not done under the Tenneco Employees Retirement Plan and which we believe provided a level of retirement benefit that was common in manufacturing companies. The monthly benefit formula is 55% of the

## **Table of Contents**

participant's final average compensation multiplied by the years of credited service (up to a maximum of 35 years) and divided by 35 and then by 12. This amount is then reduced by the accrued benefits from the Tenneco Employees Retirement Plan and the former affiliate plan. The final average compensation for this plan is the sum of the participant's average base pay plus the average bonus pay, where the average is determined as the highest three out of the past five calendar years (prior to the plan being frozen, as applicable, and without regard to Internal Revenue Code limits). If the participant retires prior to the age of 62, the benefit will be reduced by an early reduction factor.

Benefits paid under this plan are payable as a lump sum only. To calculate the lump sum payment amount, the accrued benefit after offsets, as calculated above, is multiplied by a lump sum factor. This factor is determined using the 1994 Group Annuity Mortality Tables at an interest rate that is the average of the 30-year Treasury Bond yields for the November preceding the year of distribution.

This plan applied to our approximately top 60 managers. As described below, effective December 31, 2006, this plan was frozen as to substantially all managers at the level in effect as of that date so that no future benefits will be accrued under the plan.

### **2006 Changes in Defined Benefit Plans**

In August 2006, we froze, effective December 31, 2006, benefits under our defined benefit pension plans for certain employees and replaced them with additional benefits under defined contribution plans beginning in 2007. Prior earned benefits under the defined benefit plans were, however, preserved. With the exception of a limited number of former executives who had employment contracts providing for specified benefits (each of whom voluntarily accepted a benefits reduction under non-qualified plans), this freeze impacted all U.S.-based salaried employees and non-union hourly employees who participated in any of the plans.

To address the loss of benefits associated with the freeze, we amended our existing qualified defined contribution plans, effective January 1, 2007, to provide for additional annual company contributions in amounts that increase with the employee's age. Employees, including executive officers, hired after 2005 receive a fixed 2% contribution. These additional contributions, which we refer to as Company Retirement Contributions, are payable for each employee who ceased to accrue benefits or whose benefits were otherwise modified under any defined benefit plan in connection with the freeze or who was hired after eligibility for the defined benefit plans was frozen in 2005. In addition, effective January 1, 2007, we implemented an unfunded non-qualified defined contribution pension plan as described in Compensation Discussion and Analysis Design and Elements of Compensation Retirement Plans.

**Table of Contents****Nonqualified Defined Contribution and Other Deferred Compensation Plans Table**

The following table sets forth certain information regarding potential benefits as of the end of 2017 for the named executive officers under our nonqualified defined contribution plans.

**Nonqualified Deferred Compensation**

<b>Name</b>	<b>Registrant Contributions in 2017(1)</b> <b>(\$)</b>	<b>Aggregate Earnings in 2017(2)</b> <b>(\$)</b>	<b>Aggregate Withdrawals/ Distributions</b> <b>(\$)</b>	<b>Aggregate Balance at 12/31/17(3)</b> <b>(\$)</b>
Mr. Kessler	71,507	2,133	0	158,691
Mr. Sherrill	361,768	133,940	0	3,657,704
Mr. Trammell	140,433	84,989	0	1,306,932
Mr. Bolt	22,116	5,461	0	80,971
Mr. Guo	18,310	1,244	0	84,910
Mr. Hollar	0	0	0	0
Mr. Harrington (4)	54,370	5,397	0	355,723

- (1) Included in All Other Compensation in the Summary Compensation Table.
- (2) Reflects earnings on contributions under our non-qualified defined contribution plan based on the individual's selected investments.
- (3) Includes registrant contribution amounts reported in the 2017 Summary Compensation Table for: Mr. Kessler - \$71,507 for 2017, \$66,776 for 2016 and \$17,260 for 2015; Mr. Sherrill - \$361,768 for 2017, \$356,292 for 2016, and \$388,969 for 2015; Mr. Trammell - \$140,433 for 2017, \$138,362 for 2016 and \$132,091 for 2015; Mr. Bolt - \$22,116 for 2017; Mr. Guo - \$18,310 for 2017; Mr. Hollar - \$0 for 2017; and Mr. Harrington - \$54,370 for 2017.
- (4) Mr. Harrington retired from our company in September 2017.

We maintain a U.S. non-qualified defined contribution retirement plan. As described above in Compensation Discussion and Analysis Design and Elements of Compensation Retirement Plans, effective January 1, 2007, our U.S. named executive officers and other senior managers became eligible to participate in this plan, with allocations under the plan calculated in the same manner as under the applicable existing defined contribution retirement plan, except that (i) Company Retirement Contributions under the plan are made based on compensation that includes bonus compensation payable in accordance with the TAVA Plan formula, (ii) contributions under this plan are based on compensation in excess of the Section 401(a)(17) limitations of the Internal Revenue Code and (iii) our Chief Executive Officer and Chief Financial Officer have special benefits under the plan as described above in Compensation Discussion and Analysis.

**Other Potential Post-Employment Compensation**

The following describes potential post-employment compensation for each of our named executive officers other than for Mr. Harrington who retired from our company in September 2017.

*Change in Control Severance Benefit Plan for Key Executives*

We maintain a Change in Control Severance Benefit Plan for Key Executives. The purpose of the plan is to enable us to continue to attract, retain and motivate highly qualified employees by

**Table of Contents**

eliminating, to the maximum practicable extent, any concern on the part of such employees that their job security or benefit entitlements will be jeopardized by a change in control of our company.

Under the amended plan, a change in control happens if:

any person or group acquires 20% or more of our then-outstanding common stock or the combined voting power of our then-outstanding securities having general voting rights subject to limited exceptions;

our incumbent board of directors ceases to constitute a majority of our board of directors;

there is a merger, consolidation or sale of all or substantially all the assets in which our stockholders own less than 50% of the new company; or

we are liquidated or dissolved.

Benefits under the plan are payable to a key employee who is discharged (either actually or constructively) within two years after a change in control. Under the plan, we must pay an eligible executive a lump sum cash payment equal to one, two or three times, depending on his or her grouping under the plan, (i) his or her base salary and (ii) his or her targeted annual bonus in effect immediately prior to the change in control. In addition, we must provide the executive with (a) a pro rata bonus at target (payable in a lump sum), (b) one, two or three years (depending on his or her grouping under the plan) of health and welfare benefits continuation, (c) out placement services and (d) all deferred compensation (payable in a lump sum, subject to applicable plan provisions). We eliminated the tax gross up as to employees who become subject to the plan on or after January 1, 2014. Benefits under this plan are not conditioned on any action by the participant.

Under our 2006 Long-Term Incentive Plan, upon a change in control, all options will immediately vest and remain exercisable for up to 36 months. All restrictions on outstanding restricted stock will lapse and our LTPUs shall be deemed fully earned on the date of the change in control and paid based on assumed achievement of targeted performance goals.

Messrs. Kessler, Sherrill, Trammell, Bolt, Guo and Hollar would have become entitled to receive payments from us as follows had we experienced a change in control on December 31, 2017 (assuming termination on that date, other than with respect to LTPUs, options and restricted stock, as described above):

Name	Severance Amount	Bonus Amount	Long Term	Early	Excise Tax		Total(4)
			Performance Unit Payout(1)	Vesting of Restricted Stock(2)	Other Benefits(3)	Gross Up Reduction	
Mr. Kessler	\$ 6,600,000	\$ 1,084,167	\$ 5,150,000	\$ 6,513,571	\$ 116,714	\$ 0(5)	\$ 19,464,452

Edgar Filing: TENNECO INC - Form DEF 14A

Mr. Sherrill	\$ 8,100,000	\$ 1,500,000	\$ 7,755,833	\$ 4,330,555	\$ 118,874	\$ 0	\$ 0	\$ 21,805,262
Mr. Trammell	\$ 2,405,000	\$ 552,500	\$ 2,475,000	\$ 1,510,332	\$ 83,623	\$ 0	\$ 0	\$ 7,026,455
Mr. Bolt	\$ 1,839,250	\$ 394,125	\$ 1,325,000	\$ 1,027,026	\$ 69,430	\$ 0	\$ (388,820)(6)	\$ 4,266,011
Mr. Guo	\$ 1,908,000	\$ 407,063	\$ 1,383,180	\$ 1,913,263	\$ 75,283	\$ 0	\$ (171,626)(6)	\$ 5,515,163
Mr. Hollar	\$ 1,750,000	\$ 375,000	\$ 550,000	\$ 606,709	\$ 58,567	\$ 0	\$ (368,340)(6)	\$ 2,971,936

- (1) Represents full value of all unpaid long term performance units at target that would have vested upon a change in control.
- (2) Represents the value of all unvested restricted stock based on the closing price of a share of our common stock on December 29, 2017.
- (3) Represents welfare benefits (medical, dental, life and disability) and outplacement services.



**Table of Contents**

- (4) The amounts presented are estimated without any allocation of amounts payable to service prior to or after the change in control.
- (5) Mr. Kessler's total would be subject to an excise tax. Because Mr. Kessler became a participant in the plan after January 1, 2014, he is not entitled to a gross up.
- (6) Pursuant to the plan, payment to Messrs. Bolt, Guo and Hollar would be decreased to an amount that will not result in a 280G excise tax.

**Severance Benefits**

If Mr. Sherrill (before his anticipated May 16, 2018 retirement) or Mr. Kessler is involuntarily terminated by us other than for disability or cause or in connection with a change in control, each is entitled to receive a lump sum payment equal to two times his respective annual base salary (which lump sum amount would have been \$2,400,000 for Mr. Sherrill and \$2,000,000 for Mr. Kessler as of December 31, 2017).

If Mr. Hollar is involuntarily terminated by us from his position of Senior Vice President Finance other than for disability or cause or in connection with a change in control, Mr. Hollar is entitled to receive a lump sum severance benefit equal to his annual base salary plus his target annual bonus, which lump sum amount would have been \$875,000 as of December 31, 2017. If Mr. Hollar is promoted to our Chief Financial Officer, he will be eligible to participate in our Severance Benefit Plan discussed below.

We maintain a Severance Benefit Plan that applies to all U.S. salaried, full-time employees with at least one month of service who are terminated by us in connection with a reduction in force or similar layoff. Under this plan, eligible employees receive a severance payment in a lump sum equal to the total of (1) 1 week of pay for each full year of service up to and including 15 years, and (2) an additional 1.5 weeks of pay for each full year of service exceeding 15 years, in each case subject to a minimum of 4 weeks and a maximum of 52 weeks of pay. This plan would apply to Messrs. Trammell, Bolt and Guo, who we expect would have received \$300,000, \$40,423 and \$101,923, respectively, if his employment had been terminated by us on December 31, 2017 in connection with a reduction in force or similar layoff. We require participants to sign a customary release to receive benefits under this plan.

**Death or Disability**

Under our TAVA Plan, a participant, including any named executive officer, is entitled to a pro rata bonus if his or her employment is terminated due to death or disability. Under our 2006 Long-Term Incentive Plan, in the event of death or disability, all restricted stock vests. For LTPUs granted in 2015 and 2016 (which are payable based on 2015 through 2017 performance and 2016 through 2018 performance, respectively), in the event of death or disability the LTPUs pay out at 100% of target. Beginning with the LTPUs granted in 2017 (which are payable based on our 2017 through 2019 performance), in the event of a death or disability, the award holder will receive a pro rata payment equal to 100% of the target amount multiplied by the percentage of the performance period during which he or she was employed by us.

**Table of Contents**

Our named executive officers would have been entitled to the following payments from us in the event of their death or disability on December 31, 2017:

Name	Salary Continuation	Bonus Amount	Long Term Performance Unit Payout(4)	Early Vesting of Restricted Stock(5)	Total
Mr. Kessler	\$ 437,500(1)	\$ 211,413	\$ 3,716,667	\$ 6,513,571	\$ 10,879,151
Mr. Sherrill	\$ 600,000(2)	\$ 292,500	\$ 6,251,944	\$ 4,330,555	\$ 11,474,999
Mr. Trammell	\$ 325,000(2)	\$ 107,738	\$ 1,891,667	\$ 1,510,332	\$ 3,834,737
Mr. Bolt	\$ 229,906(1)	\$ 76,854	\$ 1,008,333	\$ 1,027,026	\$ 2,342,119
Mr. Guo	\$ 265,000(2)	\$ 79,377	\$ 989,847	\$ 1,913,263	\$ 3,247,487
Mr. Hollar	\$ 150,000(3)	\$ 73,125	\$ 350,000	\$ 606,709	\$ 1,179,834

- (1) Represents three months salary continuation for disability at 100% and three months salary continuation for disability at 75%. The executive receives no continuation of salary upon death.
- (2) Represents six months salary continuation for disability at 100%. The executive would receive no continuation of salary upon death.
- (3) Represents six months salary continuation for disability at 60%. The executive receives no continuation of salary upon death.
- (4) Includes 100% of the value of 2015 long-term performance units at target; 100% of the value of the 2016 long-term performance units at target; and one-third of the value of the 2017 long-term performance units at target.
- (5) Represents the value of all unvested restricted stock based on the closing price of a share of our common stock on December 29, 2017.

**Retirement**

As of December 31, 2017, Messrs. Sherrill and Trammell were eligible to retire under our plans. Under our TAVA Plan, a participant, including any named executive officer, is entitled to a pro rata bonus if his or her employment is terminated due to retirement. Under our 2006 Long-Term Incentive Plan, in the event of retirement, a participant is entitled to a pro rata LTPU pay out and all restricted stock vests. Each of Messrs. Sherrill and Trammell would have been entitled to the following payments from us in the event of his retirement on December 31, 2017:

Name	Salary Continuation	Bonus Amount	Long Term Performance	Early Vesting of	Total
------	---------------------	--------------	-----------------------	------------------	-------

			<b>Unit Payout(1)</b>	<b>Restricted Stock(2)</b>	
Mr. Sherrill	\$	\$ 292,500	\$ 3,930,028	\$ 4,330,555	\$ 8,553,083
Mr. Trammell	\$	\$ 107,738	\$ 1,216,200	\$ 1,510,332	\$ 2,834,270

- (1) Reflects payout for 2015-2017 performance period and pro rata participation at target for the 2016-2018 and 2017-2019 performance periods. Actual payouts for the 2016-2018 and 2017-2019 performance periods would be based on actual performance.
- (2) Represents the value of all unvested restricted stock based on the closing price of a share of our common stock on December 29, 2017.

**Table of Contents****Compensation-Related Risk**

We believe that our compensation programs for our named executive officers and other employees incentivize the creation of stockholder value on both an annual and long-term basis. As a result, we believe our programs do not encourage excessive or inappropriate risk-taking and are not reasonably likely to have a material adverse effect on us.

Our annual cash incentives for most salaried and some hourly employees are based primarily on the achievement of EVA performance, which we believe is a key driver of stockholder value. Each individual incentive target is not excessive in relation to the participant's base salary. Subject to the discretion of the Compensation/Nominating/Governance Committee, these annual cash incentives are capped at 200% of target.

Our long-term cash incentive payments are also capped at 200% of target. They are based on free cash flow, EBITDA and total stockholder return measures. We believe that these measures are key indicators of the value generated for stockholders. We attempt to set ranges for these measures that encourage success without encouraging excessive risk taking to achieve results. We award restricted stock to our senior and middle managers to further align the interests of our employees and stockholders. These awards vest over a three-year period. We believe our long-term compensation programs encourage the delivery of sustained performance over multiple periods, rather than performance in a single period.

**Pay Ratio Disclosure**

The following table shows (a) the median of the annual total compensation of all employees of Tenneco except our Chief Executive Officer as of October 31, 2017, (b) the annual total compensation of Brian Kessler, our Chief Executive Officer and (c) the ratio of the amount in clause (a) to the amount in clause (b).

**Total Annual Compensation for Fiscal Year 2017**

	<b>Total Annual Compensation</b>
<b>Name</b>	<b>(\$)</b>
Mr. Kessler	4,454,468
Median Employee(1)	47,758
Ratio	93.27 to 1

- (1) The Median Employee is paid in Euros. Compensation has been converted to U.S. Dollars based on an average exchange rate from Euro to U.S. Dollar of 1.13935/1.

**Employees Covered**

The median employee was identified based on full- and part-time employees active at our company worldwide on October 31, 2017 based on compensation paid for the period from November 1, 2016 through October 31, 2017.

Seasonal employees who were not active employees on October 31, 2017, and individuals employed by third parties who work at our facilities were not included.

**Table of Contents****Methodology Employed to Determine the Median Employee**

We identified the median employee by examining the total cash compensation for all individuals, excluding Mr. Kessler, employed by us on October 31, 2017. Total cash compensation includes annual wages, overtime pay, variable pay bonuses, shift differentials, additional months pay (for individuals in some non-U.S. countries as required by law), pay for bereavement leave, military leave, jury duty, maternity/paternity leave and payments for unused vacation time in countries or U.S. states where applicable. For any employee (except temporary employees and interns) hired during the period from November 1, 2016 to October 31, 2017 who was an active employee on October 31, 2017, the annual compensation of such individual was annualized. No cost of living adjustment was taken in determining the median employee.

**Methodology Employed to Determine Mr. Kessler's 2017 Compensation**

Mr. Kessler became our Chief Executive Officer effective on May 17, 2017. In accordance with applicable SEC rules, we adjusted Mr. Kessler's 2017 annual compensation as shown in the Summary Compensation Table for purposes of this disclosure as follows: we annualized Mr. Kessler's base salary and annual bonus, our contributions to Mr. Kessler's defined contribution plans and life insurance payments made by us on behalf of Mr. Kessler to equal his base salary effective upon his promotion and the annual bonus he would have received, our contributions to his defined contribution plans and the life insurance payments made on his behalf by us had he been Chief Executive Officer during all of 2017.

**Director Compensation**

The following table and related narrative shows the compensation we paid for 2017 to each of our outside directors for all services provided to our company and its subsidiaries.

**Director Compensation for 2017**

Name	Fees	Stock	Total
	Earned	Awards	
	(\$)	(\$)	(\$)
Mr. Freyman	120,000	120,000	240,000
Mr. Letham	140,000	120,000	260,000
Mr. Metcalf	120,000	120,000	240,000
Mr. Porter	140,000	120,000	260,000
Mr. Price	120,000	120,000	240,000
Mr. Stecko	150,000	120,000	270,000
Ms. Warner	120,000	120,000	240,000
Mr. Wood	120,000	120,000	240,000

**Fee Structure**

In establishing outside director compensation, each year the Board reviews a market analysis prepared by Meridian that reviews our outside directors' compensation in relation to outside director compensation at the same peer group companies used for purposes of executive compensation benchmarking. The analysis reviews retainers, meeting fees, committee fees, equity award and total compensation, and also covers stock ownership guidelines, the prevalence

## **Table of Contents**

of equity grants and leadership additional compensation. Tenneco's outside director compensation is at the median of the peer group companies. Based on this analysis, no changes were made to outside director compensation for 2017. For 2017, each outside director was paid an annual cash retainer fee of \$120,000 for service on the Board of Directors, each committee chair received an additional \$20,000 fee and our lead independent director received an additional \$30,000 fee. The outside directors also received reimbursement of their expenses for attending meetings of the Board of Directors and its committees. The fees are generally paid in cash but, at the option of the director may be deferred as described below. Meeting fees were eliminated for 2017 compensation.

## **Stock Grants**

In 2017, each outside director received a stock grant award with a target value of \$120,000.

## **Deferred Compensation Plan**

We have a voluntary deferred compensation plan for outside directors. Under the plan, an outside director may elect, prior to commencement of the next calendar year, to have some or all of his or her cash retainer fee and some or all of his or her meeting or other fees credited to a deferred compensation account. The plan provides these directors with various investment options. The investment options include common stock equivalents, which may be paid out in either cash or, at our option, shares of common stock after an outside director ceases to serve as a director. Final distribution of these amounts may be made either in a lump sum or in installments over a period of years. The common stock equivalents are issued at 100% of the fair market value on the date of the grant.

## **Compensation/Nominating/Governance Committee Interlocks and Insider Participation**

During 2017, Messrs. Price, Stecko, Wood and Porter served on the Compensation/Nominating/Governance Committee. From November 1998 to April 1999, Mr. Stecko served as our President and Chief Operating Officer, at a time when we held the former Tenneco Inc.'s automotive and packaging operations. Prior to that time, he served in other executive officer capacities in the former packaging operations. Mr. Stecko, having left our employment in April 1999 to become Chief Executive Officer of Packaging Corporation of America (which simultaneously purchased our former paperboard packaging operations), meets the independence standards for compensation and nominating committee membership under the NYSE listing standards.



**Table of Contents**

**COMPENSATION/NOMINATING/GOVERNANCE COMMITTEE  
REPORT ON EXECUTIVE COMPENSATION**

The Compensation/Nominating/Governance Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management and, based on such review and discussion, the Compensation/Nominating/Governance Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Form 10-K for the year ended December 31, 2017 and in this proxy statement.

*Compensation/Nominating/Governance Committee*

*Roger B. Porter   Chair*

*David B. Price, Jr.*

*Paul T. Stecko*

*Roger J. Wood*

**Table of Contents**

**REPORT OF AUDIT COMMITTEE**

**Report**

The Audit Committee has furnished the following report:

The Audit Committee is comprised of four directors and operates under a written charter and all of the members of the Audit Committee meet the definition of independence for purposes of the NYSE listing standards;

The Board has designated each of Messrs. Letham and Freyman as an audit committee financial expert under the applicable SEC rules and all of the members of the Audit Committee satisfy the NYSE's financial literacy requirements.

The Audit Committee has reviewed and discussed the audited financial statements of our company for the fiscal year ended December 31, 2017 with our management and with PricewaterhouseCoopers LLP ( PwC ), our independent public accountants for fiscal year 2017;

The Audit Committee has, after careful consideration of the best interests of our stockholders, chosen PwC as our independent public accountants for fiscal year 2017;

The Audit Committee engages in an annual evaluation of the PwC's qualifications, assessing the firm's quality of service, the firm's sufficiency of resources, the quality of the communication and interaction with the firm, and the firm's independence, objectivity and professional skepticism, and the Audit Committee also considers the advisability and potential impact of selecting a different independent public accounting firm;

Among other things, in evaluating and selecting PwC as the company's independent public accountants for 2018, the Audit Committee considered PwC's independence, professional skepticism and objectivity, the quality and candor of PwC's communications with the Audit Committee and management, the quality and efficiency of the services provided by PwC, the depth of PwC's understanding of the Company's business, operations and systems, including the potential effect on the financial statements of major risk and exposures facing the Company and the level of engagement and value provided by PwC's national office;

The Audit Committee has reviewed and discussed the effectiveness of our internal control over financial reporting, management's assessment thereof, and PwC's report on the effectiveness of our internal control over

financial reporting with management, PwC and our Vice President of Internal Audit;

The Audit Committee has discussed with PwC the matters required to be discussed with the Audit Committee by PCAOB Audit Standard No. 1301, Communications with Audit Committees, and SEC Regulation S-X, Rule 2-07, Communication with Audit Committees;

The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board (United States) regarding PwC's communications with the Audit Committee concerning independence and has discussed with PwC its independence from our company;

The Audit Committee has considered whether the services rendered by our independent public accountants with respect to audit and tax fees are compatible with maintaining their independence; and

**Table of Contents**

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements for our company for the fiscal year ended December 31, 2017 be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for filing with the SEC.

*Audit Committee*

*Dennis J. Letham   Chair*

*Thomas C. Freyman*

*James S. Metcalf*

*Jane L. Warner*

**Table of Contents**

**RATIFY APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS  
(ITEM 2)**

**The Board of Directors recommends that you vote FOR this proposal.**

Financial statements of our company and our consolidated subsidiaries will be included in our Form 10-K furnished to all stockholders. The Audit Committee of the Board of Directors has appointed PricewaterhouseCoopers LLP ( PwC ) as independent public accountants to examine our consolidated financial statements for the year ending December 31, 2018, and has determined that it would be desirable to request that the stockholders ratify the appointment. You may vote for, vote against or abstain from voting with respect to this proposal. PwC has served as our independent public accountants since 2010. Assuming the presence of a quorum, the affirmative vote of a majority of the shares present, in person or by proxy, at the Annual Meeting and entitled to vote is required to ratify the appointment. If the stockholders do not ratify the appointment, the Audit Committee will reconsider the appointment. Representatives of PwC are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and are also expected to be available to respond to appropriate questions.

**Audit, Audit-Related, Tax and All Other Fees**

The following table summarizes the aggregate audit, audit-related and tax fees and expenses billed to us for the fiscal years ended December 31, 2017 and 2016 by PwC. PwC provided no other services to us for those years.

<b>Audit and Tax Fees and Expenses</b>	<b>2017</b>	<b>2016</b>
Audit fees(a)	\$ 7,944,800	\$ 5,704,100
Audit-related fees(b)	\$ 242,500	\$
<b>Total audit and audit-related fees</b>	<b>\$ 8,187,300</b>	<b>\$ 5,704,100</b>
Tax fees(c)	\$ 522,200	\$ 571,100
	<b>\$ 8,709,500</b>	<b>\$ 6,275,200</b>

(a) Audit services in 2017 and 2016 consisted of:

Audit of our annual financial statements, including audits of subsidiary financial statements required by local country laws;

Audit of our internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002;

Reviews of our quarterly financial statements; and

Comfort letters, consents and other services related to SEC matters.

(b) Audit-related services in 2017 consisted of:

Fees in support of a legal project.

(c) Tax services in 2017 and 2016 consisted primarily of tax compliance (e.g., tax return preparation) and other tax advice on transactions that have already occurred to document, compute, support and obtain government approval for amounts to be included in tax filings.

## **Table of Contents**

In considering the nature of the services provided by PwC for 2017 and 2016, the Audit Committee determined that such services were compatible with the provision of independent audit services. The Audit Committee discussed these services with PwC and our management to determine that they were permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as by the American Institute of Certified Public Accountants.

## **Pre-Approval Policy**

The Audit Committee maintains a pre-approval policy regarding the provision of non-audit services by our independent public accounting firm. All of the services performed by PwC in 2017 were pre-approved in accordance with the pre-approval policy adopted by the Audit Committee.

The Audit Committee's pre-approval policy describes the permitted audit, audit-related, tax and other services (collectively, the Disclosure Categories) that our independent auditor may perform. The policy requires that, each fiscal year, a description of the services (the Service List) expected to be performed by our independent auditor in each of the Disclosure Categories, as well as related budgeted fee amounts, be presented to the Audit Committee for approval. Providing a range of fees for a service incorporates appropriate oversight and control of the independent auditor relationship while permitting us to receive immediate assistance from the independent auditor when time is of the essence.

Any requests for audit, audit-related, tax and other services not included on the Service List must be submitted to the Audit Committee for specific pre-approval and cannot commence until such approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings. However, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the Chair of the Audit Committee. The Chair must update the Audit Committee at the next regularly scheduled meeting of any services that were granted specific pre-approval. The Audit Committee will monitor the Service List as necessary, but no less than on a quarterly basis. Any proposed service exceeding 110% of the pre-approved cost level or budgeted amount requires specific additional pre-approval by the Audit Committee.

Table of Contents

**APPROVE EXECUTIVE COMPENSATION IN AN ADVISORY VOTE  
(ITEM 3)**

**The Board of Directors recommends that you vote FOR approval of the compensation of our named executive officers.**

In accordance with the requirements of Section 14A of the Exchange Act (which was added by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act)), and the related rules of the SEC, we are asking our stockholders to cast an advisory, non-binding vote on the compensation of our named executive officers. This proposal, commonly referred to as a "say-on-pay" proposal, gives stockholders the opportunity to endorse, not endorse or abstain from voting on our executive compensation programs and policies. This vote is not intended to address any specific item of compensation but, rather, the overall compensation of our named executive officers and the compensation principles, policies and practices described in this proxy statement. The Dodd-Frank Act requires that we submit a proposal to stockholders similar to this proposal at least every three years.

Our executive compensation program is designed to attract and retain officers of the highest qualifications, experience and ability and to motivate them to increase stockholder value on both an annual and a longer-term basis primarily by improving our total stockholder return, EBITDA and free cash flow. The Compensation/Nominating/Governance Committee, to which we refer as the "committee," believes that our executive compensation program reflects a strong pay-for-performance philosophy and drives the alignment of stockholder and management interests. The key features of our executive compensation program include:

Compensation for our executives is weighted primarily toward incentive forms of compensation, including annual and long-term cash incentive compensation and equity compensation. This reinforces a results-oriented management culture with the overarching goal of enhancing stockholder value.

Our general policy is to provide salary, annual cash incentive payments and long-term incentive compensation to executives based on performance that is competitive and at market levels with comparable companies when financial and qualitative targets are met (i.e. in the range of the 50th percentile compensation for target performance).

We maintain stock ownership guidelines that apply to all of our directors and our senior officers. As of March 19, 2018, the record date for our Annual Meeting, our executive officers collectively beneficially owned approximately 2.4% of our outstanding common stock, which significantly aligns their interests with the interests of our stockholders.

Our committee has directly retained and receives advice from Meridian Compensation Partners LLC, an independent compensation consulting firm that provides no other services to our company.

As noted in the Compensation Discussion and Analysis of this proxy statement, we believe our compensation program for our named executive officers has been effective in driving our financial results in 2017.



Accordingly, we are submitting the following resolution for stockholder vote at the Annual Meeting:

RESOLVED, that the stockholders of Tenneco approve, on an advisory basis, the 2017 compensation of Tenneco's named executive officers as disclosed in the Proxy Statement for the

**Table of Contents**

2018 Annual Meeting under the heading Executive Compensation, including the Compensation Discussion and Analysis, the Summary Compensation Table, and the other tables and narrative disclosures set forth thereunder.

This vote is an advisory vote, and therefore the result will not be binding on us. Although the vote is non-binding, the committee, which is comprised of independent directors and is responsible for designing and administering our executive compensation program, values the opinions expressed by stockholders. Accordingly, the committee will review the results of voting on this proposal, seek to determine the cause or causes of any significant negative voting results and will take these matters into consideration when making future compensation decisions for named executive officers.

**Table of Contents**

**INCORPORATION BY REFERENCE**

To the extent that this proxy statement is incorporated by reference in any other filing by us under the Securities Act of 1933, as amended, or the Exchange Act, the information included or incorporated in the sections of this proxy statement entitled Compensation/Nominating/ Governance Committee Report on Executive Compensation and Report of Audit Committee will not be deemed to be incorporated, unless specifically provided otherwise in such filing.

**DIRECTIONS TO ANNUAL MEETING**

If you plan to attend the annual meeting in person, below are directions to our headquarters located at 500 North Field Drive, Lake Forest, Illinois 60045.

**From North**

Take 294 South

Exit Route 60 (Town Line Road) (left/east)

Left on Field Drive (2nd light)

Tenneco on Left Side

**From O'Hare Airport and South**

Take 294 North

Exit Route 60 (Town Line Road) (right/east)

Left on Field Drive (1st light)

Tenneco on Left Side

**From Downtown Chicago**

Kennedy Expressway, I-90, west

To Edens Expressway, I-94, toward Milwaukee

To 294 North

Exit Route 60 (Town Line Road) (right/east)

Left on Field Drive (1st light)

Tenneco on Left Side

### **DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS**

We and some brokers have adopted householding, a procedure under which stockholders who have the same address will receive a single Notice of Internet Availability of Proxy Materials or set of proxy materials, unless one or more of these stockholders provides notice that they wish to continue receiving individual copies. Stockholders who participate in householding will continue to receive separate proxy cards. This procedure can result in significant savings to our company by reducing printing and postage costs.

If you participate in householding and wish to receive a separate Notice of Internet Availability of Proxy Materials or set of these proxy materials, or if you wish to receive separate copies of future Notices, annual reports and proxy statements, please call 1-800-579-1639 or write to: Broadridge Financial Solutions, Inc., Household Department, 51 Mercedes Way, Edgewood, New York 11717. We will deliver the requested documents to you promptly upon your request.

Any stockholders of record who share the same address and currently receive multiple copies of proxy materials who wish to receive only one copy of these materials per household in the future

---

**Table of Contents**

may contact Broadridge Financial Solutions, Inc. at the address or telephone number listed above. If you hold your shares through a broker, bank or other nominee, please contact your broker, bank or other nominee to request information about householding.

**SUBMISSION OF STOCKHOLDER PROPOSALS**

**Stockholder Proposals Inclusion in Company Proxy Statement**

For a stockholder proposal (unrelated to a director nomination under our proxy access By-Law provision) to be considered by us for inclusion in our proxy statement and form of proxy relating to the annual meeting of stockholders to be held in 2019, the proposal must be received by December 5, 2018.

In addition, the proxy access By-Law provision adopted by the Board in October 2016 allows qualifying stockholders to include their director nominees in the company's proxy materials under certain circumstances by giving adequate and timely notice to the Corporate Secretary. A stockholder or group of no more than 20 stockholders (meeting our continuous ownership requirement of 3% or more of our outstanding common stock held continuously for at least the previous three years) can nominate a candidate or candidates for election to the Board of Directors at an annual meeting, constituting up to two directors or 20% of the number of directors then serving on the Board (rounded down to the nearest whole number), whichever is greater, provided that the stockholder(s) and nominee(s) satisfy the requirements specified in the By-Laws. In order for such nominees to be included in our proxy statement and form of proxy, stockholders and nominees must submit a notice of proxy access nomination together with certain related information required by our By-Laws. Our By-Laws state that, to be timely, the notice and certain related information must be delivered to our principal executive offices not earlier than the close of business on the 150th day nor later than the close of business on the 120th day prior to the first anniversary of the date that the company's proxy statement was first distributed to stockholders in connection with the preceding year's annual meeting. However, in the event that the date of the annual meeting is more than 30 days before or after the first anniversary of the most recent annual meeting, the notice must be delivered not earlier than the close of business on the 150th day prior to such annual meeting and not later than the close of business on the later of the 120th day prior to such annual meeting and the 10th day following the day on which public announcement of the date of such meeting is first made by the company. Therefore, to be timely under our By-Laws, a proxy access proposal for the 2019 annual meeting must be delivered not earlier than November 5, 2018 and not later than December 5, 2018.

Correspondence related to stockholder proposals must be sent in writing to our Corporate Secretary at our principal executive offices, 500 North Field Drive, Lake Forest, Illinois 60045.

**Other Stockholder Proposals Discretionary Voting Authority and By-Laws**

With respect to stockholder proposals not included in the Company's proxy statement and form of proxy, we may utilize discretionary authority conferred by proxy in voting on any such proposals if, among other situations, the

stockholder does not give timely notice of the matter to us by the date determined under our By-Laws for the submission of business by stockholders. This notice requirement and deadline are independent of the notice requirement and deadline described above for a stockholder proposal to be considered for inclusion in our proxy statement. Our

---

**Table of Contents**

By-Laws state that, to be timely, notice and certain related information must be received at the principal executive offices not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting. However, in the event that the date of the annual meeting is more than 30 days before or more than 70 days after the anniversary date, the notice must be delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. Therefore, to be timely under our By-Laws, a proposal for the 2019 annual meeting not included by or at the direction of the Board must be received not earlier than January 16, 2019, and not later than February 15, 2019. Correspondence related to stockholder proposals must be sent in writing to our Corporate Secretary at our principal executive offices, 500 North Field Drive, Lake Forest, Illinois 60045.

The Compensation/Nominating/Governance Committee will consider director candidates recommended by stockholders provided the procedures set forth below are followed by stockholders in submitting recommendations. The committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth elsewhere in this proxy statement, based on whether the candidate was recommended by a stockholder. Separate from our proxy access By-law, a stockholder of our company may nominate persons for election to the Board of Directors at an annual meeting if the stockholder submits such nomination, together with certain related information required by our By-Laws, in writing to our Corporate Secretary at our principal executive offices within the time period described in the prior paragraph. Following verification of the stockholder's status, the Compensation/Nominating/Governance Committee will perform an initial analysis of the qualifications of the nominee pursuant to the criteria listed in this proxy statement to determine whether the nominee is qualified for service on our Board of Directors before deciding to undertake a complete evaluation of the nominee. Other than the verification of compliance with the procedures set forth in our By-Laws and stockholder status, and the initial analysis performed by the Compensation/Nominating/Governance Committee, a person nominated by a stockholder for election to the Board of Directors is treated like any other potential candidate during the review process by the Compensation/Nominating/Governance Committee.

Brandon B. Smith

Corporate Secretary

**The Company has made available to you its Form 10-K which you may access by following the instructions contained in the Notice of Internet Availability of Proxy Materials. We will furnish without charge to each person whose proxy is being solicited, upon the written request of any such person, a copy of our Form 10-K for the fiscal year ended December 31, 2017, as filed with the Securities and Exchange Commission, including the financial statements and schedules thereto. Requests for copies of such report should be directed to General Counsel, Tenneco Inc., 500 North Field Drive, Lake Forest, Illinois 60045.**

Table of Contents

NOTICE OF ANNUAL  
MEETING AND  
PROXY STATEMENT

**Annual Meeting  
of Stockholders  
May 16, 2018**

**Tenneco Inc.**

**500 North Field Drive, Lake Forest, Illinois 60045**



**Table of Contents**

April 4, 2018

Dear Benefit Plan Participant:

The Annual Meeting of the Stockholders of Tenneco Inc. is scheduled to be held on Wednesday, May 16, 2018, at 10:00 a.m., Central Time, at our headquarters located at 500 North Field Drive, Lake Forest, Illinois 60045. A Notice and proxy statement, which is being sent to all benefit plan participants in connection with the Annual Meeting, is enclosed for your information.

Also enclosed with this letter is a form of proxy card, which designates the number of shares held in your benefit plan account. By executing the proxy card you instruct the benefit plan trustee (the Trustee) how to vote the shares of Tenneco Inc. stock in your account which you are entitled to vote. The Trustee will vote all shares eligible to be voted by benefit plan participants in accordance with their instructions. Please submit your vote via mail, telephone or internet by 11:59 p.m. Eastern Time on May 13, 2018 so that the Trustee can vote the shares in your benefit plan account in accordance with your instructions.

If you return your form of proxy executed but without furnishing voting instructions, the eligible shares in your account will be voted by the Trustee, as holder of record of the shares in your account,

FOR the election of the nominees for director named in the proxy statement

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as independent public accountants for 2018

FOR the approval, in an advisory vote, of the Company's executive compensation

In the discretion of the Trustee on all other matters as may be properly brought before the Annual Meeting. If you do not return your executed form of proxy to the Trustee, or provide your vote via telephone or internet, then your shares will be voted by the Trustee in accordance with the requirements of your benefit plan. Under the plan, the Trustee will vote all such shares in the same proportion as the instructions that it receives from participants who vote their shares.

Your vote will generally be kept confidential, except as necessary to meet applicable legal requirements and to allow for the tabulation of votes and certification of the vote.

Your vote is important. Please send your executed form of proxy card with your voting instructions, or provide your vote via telephone or internet, at your earliest opportunity. For your convenience, a return envelope is enclosed.

Your Benefits Committee

**Table of Contents**

***TENNECO INC.***

***500 N. FIELD DRIVE***

***LAKE FOREST, IL 60045***

***ATTN: BRANDON B. SMITH***

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. EDT on May 15, 2018 for shares held directly and by 11:59 P.M. EDT on May 13, 2018 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. EDT on May 15, 2018 for shares held directly and by 11:59 P.M. EDT on May 13, 2018 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E42816-P04399-Z71949

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED**

**TENNECO INC.**

**The Board of Directors  
recommends you vote FOR  
the following:**

1. Election of Directors

**Nominees:**

**For    Against    Abstain**

1a. Thomas C. Freyman

**The Board of Directors  
recommends you vote  
FOR proposals 2 and 3.**

**For    Against    Abstain**

1b. Brian J. Kessler

1c. Dennis J. Letham

2. Ratify the appointment of  
PricewaterhouseCoopers  
LLP as independent  
public accountants for  
2018.

1d. James S. Metcalf

1e. Roger B. Porter

3. Approve executive  
compensation in an  
advisory vote.

1f. David B. Price, Jr.

1g. Gregg M. Sherrill

1h. Paul T. Stecko

**NOTE:** In the discretion of  
the Proxies named herein,  
the Proxies are authorized to  
vote upon such other matters

- 1i. Jane L. Warner
  - 1j. Roger J. Wood
- as may properly come before the meeting (or any adjournment or postponement thereof).

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]                      Signature (Joint Owners)                      Date

**Table of Contents**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement, Form 10-K and 401k Letter are available at [www.proxyvote.com](http://www.proxyvote.com).

E42817-P04399-Z71949

**TENNECO INC.**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

The Stockholder(s) hereby appoint(s) Brian J. Kessler and Brandon B. Smith, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of Tenneco Inc. that the Stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 10:00 a.m. CDT on Wednesday, May 16, 2018, at our headquarters located at 500 North Field Drive, Lake Forest, Illinois 60045.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS AND FOR PROPOSALS TWO AND THREE.**

**NOTE TO PARTICIPANTS IN THE TENNECO INC. 401K PLAN**

If you are a stockholder under the 401k Plan voting online or by phone, the voting deadline is 11:59 p.m. EDT on May 13, 2018. If you are a stockholder under the 401k Plan voting by mail, to avoid delay please mail your proxy card with time for it to be delivered to the tabulating agent the day before the voting cutoff date.

**Continued and to be signed on reverse side**