

Tidewater Inc.

Charter Of The Nominating And Corporate Governance Committee

I. PURPOSE

The Nominating and Corporate Governance Committee is appointed by the Board principally to (1) assist the Board by identifying individuals qualified to serve as directors of the Company and recommending nominees to the Board, (2) monitor the composition of the Board and its committees, (3) recommend to the Board a set of corporate governance guidelines applicable to the Company and (4) lead the Board in its annual review of the Board's performance.

II. COMPOSITION

The Committee shall consist of at least three directors, each of whom shall be appointed and replaced by the Board. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange and shall qualify as a non-employee director under Rule 16b-3 under the Securities Exchange Act of 1934. The Committee's chairperson shall be designated by the Board. The Committee may form and delegate authority to subcommittees when appropriate.

III. MEETINGS

The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency of, and the agenda for, each meeting.

IV. AUTHORITY AND RESPONSIBILITIES

In furtherance of the purpose of the Committee described above, the Committee shall have the following authority and responsibilities:

1. The Committee shall lead the search for individuals qualified to serve as directors, and recommend to the Board prospective nominees to serve in the class of directors up for election by the shareholders in any given year. In connection therewith, the Committee (i) shall consider candidates submitted by shareholders and others in accordance with the Company's bylaws, (ii) shall review the performance and contributions of incumbent directors, (iii) shall evaluate existing director performance and (iv) may, to the extent it deems necessary or appropriate, develop and recommend to the Board specific criteria for selecting director nominees.

2. The Committee shall monitor the operation of the Board's committees. In connection therewith, the Committee (i) shall recommend to the Board prospective director nominees to serve as committee members, including nominees to fill committee vacancies as needed and (ii) may recommend to the Board changes in committee structure, including the creation and elimination of committees.

3. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and, no less than annually, review and reassess the adequacy of the guidelines and recommend any proposed changes to the Board for approval.
4. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.
5. The Committee may make recommendations to the Board concerning the size and composition of the Board, the term of membership of directors, and the frequency, content and structure of Board meetings.
6. The Committee shall review and oversee any director orientation or continuing director education programs established by the Company.
7. The Committee shall generally advise the Board on corporate governance matters.
8. The Committee shall monitor the Company's efforts to assess the adequacy of IT capacity and infrastructure.
9. The Committee shall review annually director compensation and benefits.
10. The Committee shall make regular reports to the Board.
11. The Committee shall have the sole authority to retain, utilize and terminate the services of any search firm to be used to identify director candidates and may, to the extent it deems necessary or appropriate, retain independent legal, financial or other advisors. The Committee shall approve related fees and other retention terms.
12. The Committee shall also discharge any additional functions that may be delegated or assigned to it by the Board from time to time, including (i) considering questions of conflict of interest of directors or executive officers and (ii) considering significant corporate governance issues or shareholder relations issues that may arise from time to time.
13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

Adopted and approved by the Committee and the Board on March 5, 2009.