

TIDEWATER INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") principally to discharge the Board's responsibilities relating to consideration of all substantive elements of the Company's total employee compensation program and overseeing the administration of the Company's executive compensation plans and programs. The Committee is also appointed to monitor the Company's efforts to attract and retain talented employees.

II. COMPOSITION

The Committee will consist of at least three directors, each of whom will be appointed and replaced by the Board. Each member of the Committee will (1) meet the independence requirements of the New York Stock Exchange (the "NYSE") for directors generally and for compensation committee members specifically and (2) qualify as a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 16b-3"). The Committee's chairman will be designated by the Board. The Committee may form and delegate authority to subcommittees when appropriate.

III. MEETINGS

The chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee and management, 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 will have the following authority and responsibilities:

1. The Committee will periodically review the Company's total employee compensation package.

2. The Committee will consider overall plan design for each of the Company's major benefit programs.

3. The Committee will review and approve any changes to base salaries or benefits for Officers (which term includes the officers of the Company and of Tidewater Corporate Services, L.L.C.) and proposed Officers.

4. The Committee will periodically review and approve goals and objectives relating to compensation of the Officers, evaluate the performance of the Officers in light of these goals and objectives, and determine and approve the compensation levels of the Officers based on this evaluation.

5. The Committee will periodically review the Company's incentive compensation plans and equity-based plans, and will oversee the administration of the Company's other executive compensation plans and programs. The Committee will review and make recommendations to the Board regarding any incentive plans under which shares of the Company's common stock may be issued or that are required to be submitted to stockholders for their approval pursuant to applicable law, regulation, or NYSE listing rules.

6. The Committee will review, adopt and inform the Board of (i) any proposed plan or arrangement offering or providing any incentive (short-term and long-term), retirement benefit or any other compensation, benefits or perquisites to any of the Company's Officers (other than any plan or arrangement offering benefits that do not discriminate in scope, terms or operation in favor of Officers and that are generally available to all salaried employees) and (ii) any significant amendment or change to any such plan or arrangement.

7. The Committee will review, approve and inform the Board of (i) any proposed employment, severance or change-in-control contract between the Company and an Officer or proposed Officer and (ii) any proposed extension or significant amendment to any such contract.

8. The Committee will exercise all powers allocated to it under the Company's benefit plans, including the powers to (i) grant equity-based awards thereunder and (ii) establish performance goals thereunder and determine whether such goals have been attained. The Committee will also have the authority to delegate responsibility in accordance with the terms and conditions of each such applicable plan.

9. The Committee will periodically review summary information of pension plans covering Company employees that are not administered by the Company.

10. The Committee, in consultation with management, will oversee compliance with regulations governing executive compensation, including Rule 16b-3.

11. The Committee will review and discuss the Compensation Discussion and Analysis ("CD&A") with management and, based on such review, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement in accordance with applicable rules and regulations.

12. The Committee will review and approve the Compensation Committee Report that is required to be included in the Company's proxy statement. This report will state whether (i) the Committee reviewed and discussed with management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the proxy statement.

13. The Committee will make regular reports to the Board.

14. The Committee has the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser ("Advisers"). The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any such Advisers retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Adviser retained by the Committee.

Prior to selecting any Adviser, and on an annual basis for Advisers from whom the Committee obtains advice on a regular basis (not including in-house legal counsel), the Committee will evaluate that Adviser's independence from management, taking into consideration all relevant factors, including those specific independence factors required to be considered under SEC and NYSE listing rules.

In addition, the Committee will also determine whether the work of any compensation consultant has raised any conflict of interest and review the disclosure proposed to be included in the Company's proxy statement of the nature of any such conflict and how it is being addressed. The independence factors referenced above are among the factors to be considered by the Committee in determining whether a conflict of interest exists.

15. The Committee will oversee, monitor, review or approve such other employment or compensation-related matters, and will perform such other services, as may be delegated to it from time to time by the Board.

16. The Committee will monitor the Company's assessment and plan to manage and monitor any key enterprise risks assigned to the Committee by the Board from time to time.

17. The Committee will also consider risks that may arise from the Company's compensation policies and practices for its employees as they relate to risk management practices and risk-taking incentives, and whether any such risks are reasonably likely to have a material adverse effect on the Company.

18. The Committee will periodically review the Company's clawback policy and recommend to the Board any changes deemed desirable by the Committee or as may be required by law, regulation, or NYSE listing rules.

19. The Committee will recommend to the Board the recommended and actual frequency of the "say-on-pay" vote required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and any other related policies or procedures.

20. The Committee will approve any peer group to be used (i) in any benchmark compensation studies to be performed by management or any compensation consultant or (ii) any peer group to be used to determine metrics for any incentive plan.

21. The Committee will recommend to the full Board of Directors for approval, the stock ownership guidelines for its directors and officers. The Committee reviews individual compliance with this policy on an annual basis.

22. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually review its own performance and the results of such review will be reported to the Board.

Adopted and approved by the Committee and the Board on November 6, 2018.