



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

### **I. Purpose**

The Environmental, Social and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tidewater, Inc. (the “*Company*”) is to oversee the Company’s policies, programs and practices regarding matters related to environmental, social and governance (“*ESG*”) responsibilities and the Company’s management of risks in such areas.

### **II. Membership and Meetings**

The membership of the Committee will consist of three or more directors of the Company. All of the members of the Committee shall be non-executives and meet the independence requirements of the New York Stock Exchange. Members of the Committee shall be appointed by the Board in accordance with the Company’s by-laws. Subject to any applicable law, the Board may remove members of the Committee at any time with or without cause. The chair of the Committee will be designated by the Board.

The Committee will meet as frequently, at such times and places, as it deems necessary to fulfill its responsibilities. Meetings for the consideration of pertinent matters may be requested by (i) the chair of the Committee, (ii) the Chief Executive Officer or (iii) the Secretary on request of any two members of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. The Committee shall maintain minutes of each meeting, and make regular reports to the Board. The Committee shall report any action it takes to the full Board at or before the next meeting of the Board.

The Committee may appoint any person who need not be a member, to act as a secretary at any meeting. The Committee shall maintain minutes of each meeting, and make regular reports to the Board. The Committee shall report any action it takes to the full Board at or before the next meeting of the Board. Supporting schedules and information reviewed by the Committee shall be available for examination by any director of the Board upon request.

All of the Company’s directors are permitted to attend quarterly Committee meetings, if called, except where the Committee chair determines that there is a specific reason to limit attendance at the meeting. As necessary or desirable, the Committee chair may request that members of management or independent consultants be present at meetings of the Committee.

### **III. Responsibilities and Powers**

The Committee shall be empowered in accordance with its judgment and subject to the requirements of applicable laws, rules or regulations, to act in respect of the following:

1. Review with management (a) the Company's definition of ESG and existing policies, programs and practices regarding ESG matters, (b) the scope of potential ESG risks, liabilities and opportunities facing the Company, and (c) the adequacy of the Company's policies and programs to manage these risks, liabilities and opportunities.
2. Review with management the Company's specific governance around climate and emissions related risks and opportunities, including strategy, risk management, metrics and targets.
3. Review with management the Company's ESG disclosures, including the Company's annual Sustainability Report.
4. Oversee the establishment of appropriate ESG targets and monitor the Company's performance against those goals.
5. Review updates from management regarding the Company's ESG activities and compliance with ESG laws, rules and regulations affecting the Company.
6. Receive and review reports from management on any material regulatory notice or complaint relating to ESG matters and measures that the Company plans to take or has taken to address such incidents and assess whether the Company's ESG management systems were effective in such incidents.
7. Recommend to the Board of Directors action with respect to any ESG matter requiring Board of Directors approval.
8. Conduct an annual evaluation of the performance of the Committee and implement such measures as may be deemed appropriate to improve the performance and administration of the Committee.
9. Periodically review the Committee Charter and recommend to the Board of Directors any appropriate extensions or changes in the duties of the Committee or revisions of the Committee Charter.

The foregoing list of duties is not exhaustive, and the Committee may in addition perform such other functions as may be necessary or appropriate. Additionally, the Committee may make recommendations to the Nominating and Corporate Governance, Audit, or Compensation Committees of the Board that align with the authority or responsibilities of each respective Committee.

#### **IV. Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts/consultants or to delegate any of its responsibilities to one or more subcommittees, as the Committee may deem appropriate in its sole discretion.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its external advisors and consultants. The Committee shall not be required to implement or act consistently with the advice or recommendations of its external advisors or consultants to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibility. The Committee will have access to all books, records, facilities and assets of the Company.

While the Committee members have the duties and responsibilities set forth in the Committee Charter, nothing contained in the Committee Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable laws, rules or regulations.

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**Approved:** March 8, 2022