



CHARTER OF THE COMPENSATION & HUMAN CAPITAL COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The primary purpose of the Compensation & Human Capital Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tidewater Inc. (the “*Company*”) is to: (1) discharge the Board’s responsibilities relating to the Company’s compensation programs, policies and strategy, including the compensation of the Company’s executives and non-employee directors; (2) produce an annual report and advise the Board on compensation-related disclosures to be included in the Company’s annual proxy statement or annual report on Form 10-K (“*Form 10-K*”); and (3) oversee the Company’s human capital management, including employee attraction, retention, diversity, equity and inclusion.

II. COMPOSITION AND MEETINGS

A. *Members and Independence.* The Committee will consist of at least three directors, each of whom (1) meet the independence requirements of the New York Stock Exchange (the “*NYSE*”) and any other applicable laws or policies of the Board; 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.

B. *Appointment.* Committee members, including the Chair of the Committee, shall be appointed by the Board (upon the recommendation of the Nominating & Corporate Governance Committee) and shall hold office until such time as a successor is duly appointed and qualified, or until the director’s earlier death, disqualification, resignation, or removal.

C. *Meetings.* To discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as needed by the Chair, two or more members of the Committee, the Chairman of the Board, the Lead Independent Director (if applicable), or the CEO. The Chair will supervise the conduct of all meetings and, in consultation with the other members of the Committee and management, as appropriate, set the timing and agenda for each meeting. In the event the Chair is not present at a meeting, the Committee members present at the meeting shall designate one of its members as the acting chair of the meeting. The Committee shall be governed by the same rules of the Board regarding meetings (including meetings in person, telephonic or virtually), action without meetings, notice, waiver of notice, quorum and voting requirements.

D. *Minutes; Reports to the Board.* Minutes for all meetings of the Committee shall be prepared and approved by the Committee. The Committee shall make regular reports to the Board.

III. AUTHORITY, DELEGATION AND RESOURCES

A. *Authority to Engage Third Parties.* The Committee has the authority, in its sole discretion, to retain or engage any consultant, independent legal counsel or other advisors or experts (“*Advisers*”) as it deems necessary or appropriate to carry out its duties. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any Adviser retained by the Committee. Prior to selecting an 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 shall assess any

conflicts of interests with an Adviser and may select an Adviser only after taking into consideration factors relevant to such Adviser's independence, including any factors required to be considered under the NYSE listing standards and any other applicable law. Notwithstanding the foregoing, the NYSE rules do not require an Adviser to be independent, only that the Committee consider the requisite independence factors before selecting or receiving advice from such Adviser. As such, the Committee may select or receive advice from any Adviser it prefers, including ones not considered independent, after considering the independence factors set forth under the NYSE rules or other applicable laws.

B. *Delegation and Subcommittees.* To the extent permitted by applicable law and NYSE listing standards, the Committee may form and delegate any of its responsibilities to (1) a subcommittee consisting of one or more members of the Committee or the Board or (2) one or more members of management, acting separately or together as a management committee.

C. *Access to Resources.* The Company shall provide appropriate funding, as determined by the Committee, for payment of the compensation to (1) any Adviser retained by the Committee and (2) any ordinary administrative expenses of the Committee.

IV. RESPONSIBILITIES

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

1. The Committee will review and oversee the overall compensation philosophy of the Company, including a periodic review of the Company's total employee compensation programs.

2. The Committee shall, either as a Committee or together with the independent Chairman of the Board, Lead Independent Director, if applicable, or other independent directors (as directed by the Board): (i) annually establish the Company's goals and objectives relevant to the compensation of the CEO; (ii) evaluate the performance of the CEO relative to those goals and objectives, the Company's financial performance and the CEO's individual performance; and (iii) approve the compensation of the CEO, including base salary, incentive compensation and equity-based awards.

3. The Committee shall annually review and consult with the CEO on the annual goals and performance of the Company's officers (other than the CEO) who are subject to Section 16 of the Exchange Act ("***Additional Section 16 Officers***"), and such other members of senior management as the Committee deems appropriate. The Committee shall approve or make recommendations to the independent directors of the Board for approval, the compensation of the Additional Section 16 Officers and other members of senior management as the Committee deems appropriate, including base salary, incentive compensation, equity-based awards and other executive benefits.

4. The Committee shall review and approve or make recommendations to the independent directors of the Board for approval, (i) the terms of any proposed employment, severance or change-in-control contract or other compensation arrangement between the Company and the CEO or any Additional Section 16 Officer, and (ii) any proposed extension or significant amendment to any such contract or arrangement.

5. The Committee shall periodically review and approve, as appropriate, any proposed plan, policy, arrangement or any amendment thereto addressing senior management perquisites and benefits, including retirement benefits, deferred compensation plans or any other benefits or perquisites offered to senior management (other than any plan or arrangement offering benefits that do not discriminate in scope, terms or operation in favor of senior management and generally available to all salaried employees).

6. The Committee shall review and discuss with management, on at least an annual basis, the potential risks arising from the Company's compensation policies and practices, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.

7. The Committee shall periodically review the Company's incentive compensation plans and equity-based plans and shall oversee the administration of the Company's other senior management compensation plans and programs. The Committee shall review and make recommendations to the Board regarding any incentive plans under which shares of the Company's common stock may be issued or required to be submitted to stockholders for approval pursuant to applicable law, regulation, or NYSE listing rules. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent "say-on-pay" vote.

8. Unless delegated in accordance with applicable law and the underlying equity-based plan, the Committee shall exercise all powers allocated to it under the Company's equity-based plans, including the powers to (i) grant equity-based awards thereunder, (ii) establish performance goals thereunder and (iii) determine whether such performance goals have been attained.

9. The Committee shall periodically review (i) the plan design for each of the Company's major benefit plans and (ii) summarized information of the pension plans covering the Company's employees but not administered by the Company.

10. The Committee shall periodically review and approve a group of peer companies to be (i) used in any benchmark compensation studies to be performed by management or any Adviser or (ii) used to determine metrics for any incentive plan.

11. The Committee shall annually review the compensation paid to non-employee directors and recommend any proposed changes to the Board.

12. The Committee shall periodically review the stock ownership guidelines for the Company's directors and executive officers and recommend any proposed changes to the Board. The Committee shall annually review individual compliance with this policy.

13. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("**CD&A**") proposed for inclusion in the Company's Form 10-K or annual proxy statement, and based on such review, recommend to the Board whether the CD&A should be included in the Company's Form 10-K or proxy statement, as applicable.

14. The Committee shall produce the annual report of the Compensation Committee required to be included in the Company's proxy statement or Form 10-K, in accordance with applicable rules and regulations.

15. The Committee shall oversee the Company's submissions to stockholders on executive compensation matters, including the advisory votes on executive compensation and the frequency of such "say-on-pay" votes. The Committee shall review the results of such "say-on-pay" votes and consider whether to make or recommend adjustments to the Company's executive or director compensation programs as a result.

16. The Committee shall periodically review the Company's clawback policy and approve,

or recommend for approval to the Board, any changes deemed desirable by the Committee or as may be required by law, regulation, or NYSE listing rules.

17. The Committee shall provide advice, direction and oversight of the Company's policies and strategies relating to culture and human capital management, including diversity, equity, and inclusion.

18. The Committee shall annually review this Charter and recommend any proposed changes to the Board.

19. The Committee shall obtain or perform an annual evaluation of its own performance and report the results to the Board.

20. The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws, applicable law, and applicable stock exchange regulations, as the Committee deems appropriate or as requested by the Board.

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While the Committee has the duties and responsibilities set forth in this Charter, nothing contained in this 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 law.

Approved by the Compensation & Human Capital Committee and Board of Directors on September 13, 2023.