



## CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

### I. PURPOSE

The primary purpose of the Nominating & Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tidewater Inc. (the “*Company*”) is to: (1) develop and recommend qualification standards and other criteria for selecting new directors; (2) identify individuals qualified to serve as directors and recommend nominees to the Board; (3) monitor and recommend to the Board the composition of the Board and its committees; (4) develop and recommend to the Board the Company’s Corporate Governance Guidelines; (5) oversee the succession planning for the Chief Executive Officer, and as requested by the Board, other senior officers; and (6) lead the annual performance evaluation of the Board and its committees.

### II. COMPOSITION AND MEETINGS

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

**B. *Appointment.*** Committee members, including the Chair of the Committee, shall be appointed by the Board (upon the recommendation of the 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, director and/or executive search firm 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. The Adviser shall be independent as determined in the discretion of the Committee.

**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 authority and responsibilities:

**A. *Director Qualifications; Board and Committee Selection and Composition***

1. The Committee shall identify, consider, and recommend individuals qualified to fill new positions or vacancies on the Board. In connection therewith, the Committee shall: (i) consider candidates submitted by stockholders and others in accordance with the Company's Bylaws; (ii) identify and screen individuals qualified to become directors; and (iii) consider the current skills, characteristics, performance, contributions, and independence of the incumbent directors. The Committee shall to the extent it deems necessary or appropriate develop, review, and recommend to the Board qualification standards and other criteria for selecting nominees to serve as members of the Board. The criteria shall reflect, among other factors, integrity, independence, diversity, and leadership, as well as the qualifications set forth from time to time in the Company's Corporate Governance Guidelines.

2. The Committee shall establish, monitor, and recommend to the Board, as appropriate, the purpose, structure, and operations of the Board's committees. In connection therewith, the Committee (i) shall recommend to the Board the individual directors to serve on each committee, including nominees to fill committee vacancies, giving consideration to the criteria for service on each committee as set forth in the respective charter; (ii) shall recommend to the Board the director to serve as chairperson of each committee; and (iii) may recommend to the Board changes in committee purpose, structure or operations, including the creation and elimination of standing or ad hoc committees of the Board, in accordance with any applicable rules or regulations.

3. The Committee shall perform an annual review and evaluation of the status, skills, and characteristics of individual Board members as they relate to the composition of the Board as a whole, including a review and affirmative determination of independence for each non-management director. Based on the foregoing, the Committee shall recommend the slate of director nominees for approval by the Board and the stockholders at the Company's annual meeting of stockholders. If an incumbent director fails to receive the required vote for re-election in any uncontested election as provided in the Company's Bylaws and Corporate Governance Guidelines, the Committee shall determine whether to accept the director's resignation based on the factors set forth in the Corporate Governance Guidelines and any other factors it deems appropriate, and the Committee shall submit its recommendation to the Board for consideration.

4. The Committee may consider and make recommendations to the Board concerning the frequency, content and structure of Board meetings, director terms or the size of the Board.

**B. *General Corporate Governance Responsibilities and Succession Planning Oversight***

1. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines and, no less than annually, review and reassess the adequacy of the Corporate Governance Guidelines, recommending any proposed changes to the Board for consideration.

2. The Committee shall oversee the evaluation of the Board and its committees. In connection therewith, the Committee shall obtain or conduct an annual assessment of the Board's performance, soliciting comments from all directors. The Committee shall present the results of this review to the Board for discussion.

3. The Committee shall establish criteria for each of the Board's standing committees to evaluate its performance on an annual basis.

4. The Committee shall periodically review and oversee any director orientation or continuing director education programs established by the Company.

5. The Committee shall periodically review the Company's ethics and compliance policies and programs, and management's work to monitor compliance with such policies and programs, including, as applicable, the Company's code of business conduct and ethics, conflicts of interest policies, legal compliance programs, and workplace harassment and discrimination policies. In connection with its review, the Committee shall have direct access to, and regular communication with, applicable management, including the Company's General Counsel and Chief Compliance Officer.

6. The Committee shall review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a stockholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate considering the subject matter of the proposal, refer such review of the proposal to any other committee of the Board.

7. The Committee shall generally advise the Board on corporate governance matters and monitor the Company's assessment of, and plans to manage, any key enterprise risks assigned to the Committee by the Board from time to time.

8. The Committee shall annually review and discuss with the Board the succession plan for the Chief Executive Officer, including contingencies in the event of an unforeseen emergency or the retirement of the CEO. At the request of the Committee, the foregoing review and discussion will include succession plans and discussions with the CEO regarding the Company's other senior executives.

9. The Committee will annually review this Charter and recommend any proposed changes to the Board.

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

11. 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 Nominating & Corporate Committee and the Board of Directors on December 11, 2023.**