

**TIDEWATER INC.**

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**CHARTER OF THE FINANCE AND INVESTMENT COMMITTEE  
OF THE BOARD OF DIRECTORS**

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**I. PURPOSE**

The Finance and Investment Committee is appointed by the Board principally to: a) oversee the Company's financial affairs, policies, plans and strategies, b) monitor the Company's oversight of assets held by employee benefit plans, and c) evaluate and analyze all major financial issues including the Company's capital structure, tax strategy and dividend policy. In addition, the Board has delegated oversight over certain risks and risk management strategies to the Finance and Investment Committee.

**II. COMPOSITION**

The Finance and Investment Committee will consist of at least three directors, all of who shall be non-employee members of the Board. Each member will be appointed for a one-year term at the Board meeting immediately following the Annual Meeting of Shareholders or can be replaced by the majority vote of the Board, based on the recommendation of the Corporate Governance Committee. The Board shall also, by majority vote, elect the Chairman of the Committee and promptly fill any Committee vacancies. The Committee may form and delegate authority, by majority vote, to Sub-Committees where appropriate.

**III. MEETINGS**

The Committee Chairman will preside at each meeting and in consultation with other members of the Committee and Management will set the frequency of, but not less than quarterly, and the agenda for each meeting.

**IV. QUORUM AND VOTING**

A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the quorum shall be required to adopt or approve any matter.

**V. AUTHORITY AND RESPONSIBILITIES:**

**In furtherance of the purpose of the Committee described above, the Committee duties will include:**

**A. Oversight for the Company's Financial Affairs including:**

- 1. Oversee the development of an annual operating and capital budget, including proposed new capital commitment authority; any interim financial forecasts; a long-term financial plan; and a dividend policy. As appropriate, the Committee will make recommendations to the Board.**
- 2. Review the Company's financial condition and financial performance, including leverage and liquidity. In addition, the Committee will review investment, financing and dividend plans, and make recommendations as appropriate to the Board.**
- 3. Review risks and risk management strategies delegated by the Board, including foreign exchange, interest rates, insurance and third-party financial exposures, and make recommendations as appropriate to the Board.**

**B. Monitor Oversight of Assets Held by Employee Benefit Plans**

**The Committee will monitor management's oversight of employee benefit plans through an employee benefits committee. The Committee will receive updates on policies adopted and action taken by the employee benefits committee in regards to appointing, monitoring and replacing of investment managers, actuaries and consultants; and investment guidelines, investment options and investment performance. The Committee will make such reports to the Board as deemed advisable, but not less than semi-annually.**

**C. Evaluation of Major Financial Policies and Strategies**

**The Committee will evaluate and analyze for the Board special financial topics, including financial policies or strategies related to debt or equity issuance or repurchase, tax, capital structure, dividend policy, asset or business valuations, corporate or asset acquisitions and dispositions, and insurance or corporate risk issues. Such evaluations and any resulting recommendations will be presented to the Board.**

## **VI. ADVISORS**

**In discharging its duties, the Committee will have access to members of management and, when necessary, the Company's investment managers, underwriters and financial advisors. In addition, the Committee has the power to retain independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for such advisors.**

**Adopted and approved by the Committee and the Board on November 9, 2011 and November 10, 2011, respectively.**