

Corporate Governance and Nominating Committee Charter

This Corporate Governance and Nominating Committee Charter has been adopted by the Board of Directors (the “Board”) of Bristow Group Inc. (the “Company”). The Corporate Governance and Nominating Committee (the “Committee”) shall review and reassess this charter annually and recommend any proposed changes to the Board for approval.

Purpose

The Committee is appointed by the Board to (1) recommend to the Board Corporate Governance Guidelines; (2) review the Corporate Governance Guidelines annually to ensure that they remain suitable for the needs of the Company; (3) recommend any necessary changes in the Corporate Governance Guidelines to the Board; (4) assist each committee, if so requested by the chairman of such committee, in coordinating and maintaining appropriate charters for each committee; (5) assist the Board in defining the content and operations of the Company's legal and ethical compliance programs; (6) assist the Board by identifying individuals qualified to become Board members, recommend to the Board the director nominees for election at the next annual meeting of shareholders and review nominees submitted by shareholders for election at the next annual meeting of shareholders; (7) recommend to the Board director nominees for membership on, and the chairmanship of, each committee as well as the size and structure of the Board and each committee; (8) oversee the evaluation process by which the Board or any committee thereof reviews the Board's, any committee's or management's performance; and (9) oversee the succession plan process for each of the Company's senior executive officers, the Board and the Chairman of the Board.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board. The Committee may create sub-committees from among its members or independent members from the Board and delegate to such subcommittee any powers and authority of the Committee. A majority of the members of the Committee shall constitute a quorum at the Committee meetings.

Committee Authority and Responsibilities

1. The Committee shall recommend to the Board Corporate Governance Guidelines.
2. The Committee shall review the Corporate Governance Guidelines annually to ensure that they remain suitable for the needs of the Company.
3. The Committee shall recommend any necessary changes in the Corporate Governance Guidelines to the Board.
4. The Committee shall assist each committee, if so requested by the chairman of such committee, in coordinating and maintaining appropriate charters for each committee.

5. The Committee shall assist the Board in taking active leadership in defining the content and the operation of the Company's legal and ethical compliance programs.
6. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention items. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
7. The Committee shall actively seek individuals qualified to become board members, consistent with criteria approved by the Board, for recommendation to the Board and recommend to the Board the director nominees for election at the next annual meeting of shareholders. Consideration shall be given to the Board having a diverse mix of backgrounds, experiences, geography, gender and ethnicity.
8. The Committee shall consider and evaluate director nominees proposed by shareholders.
9. The Committee shall oversee the evaluation of the Board process and receive comments from all directors and report annually to the Board with an assessment of the performance of the Board, its Chairman, and the Board procedures, to be discussed with the full Board following the end of each fiscal year.
10. The Committee shall review the performance, preparation, contribution and tenure of individual directors when considering whether to recommend nominating directors for annual reelection.
11. The Committee shall produce or assist management with the production of disclosure that may from time to time be required by the rules of the Securities and Exchange Commission to be included in the Company's proxy statement for its annual meeting of shareholders or Annual Report on Form 10-K.
12. The Committee shall review and discuss with management any significant communications from shareholders and others concerning the Company's governance process or shareholder meetings and make recommendations to the Board in respect thereof if necessary.
13. The Committee shall recommend to the Board the process by which the chairman and/or the chief executive officer will be selected or replaced.
14. The Committee shall make regular reports to the Board.
15. The Committee shall recommend to the Board director nominees for membership on, and the chairmanship of, each committee as well as the size and structure of the Board and each committee.
16. The Committee shall oversee the evaluation process by which the Board or any committee thereof reviews the Board's, any committee's or management's performance.
17. The Committee shall oversee the succession plan process for each of the Company's senior executive officers, the Board and the Chairman of the Board.
18. The Committee shall annually review its own performance.