

## **Compensation Committee Charter**

This Compensation Committee Charter has been adopted by the Board of Directors (the “Board”) of Bristow Group Inc. (the “Company”). The Compensation 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 discharge the Board’s responsibilities relating to compensation of the Company’s directors, the Company’s chief executive officer (the “CEO”), and all of the Company’s other executive officers. The Committee has overall responsibility for evaluating the director and executive officer compensation plans, policies and programs of the Company and in the case of executive officers, approving such plans, policies and programs.

The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement and approving the Compensation Discussion and Analysis section to be included in such proxy statement.

### **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 “NYSE”). In addition, all members of the Committee shall meet the definitions of “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Corporate Governance and Nominating Committee shall determine the requisite qualifications beyond independence to serve on the Committee. The members and the Chairperson of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. Committee members may be removed or replaced only by the Board. The Committee may create sub-committees from among its members 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 Committee meetings.

### **Committee Authority and Responsibilities**

1. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or executive officer compensation. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. Prior to selecting any consultant or advisor, the Committee shall consider relationships with the Company, independence from management and other independence factors, including those required to be considered by the rules of the NYSE. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such consultants or advisors. The Committee shall have sole authority to approve the fees and other retention terms and oversee the work of such consultants or advisors.

2. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation. The Committee shall also annually review and approve the CEO's goals and objectives, at least annually conduct an evaluation, through the Chairman of the Committee or otherwise, of the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation levels based on this evaluation. At least annually, the Committee shall also consider evaluations conducted by the CEO of the performance of executive officers other than the CEO and determine and approve the compensation levels of such executive officers based on these evaluations and the CEO's recommendations with respect thereto. In determining the long-term incentive component of compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the executive officers in past years. In evaluating and determining compensation of the CEO and executive officers other than the CEO, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say on Pay Vote").

3. The Committee shall annually review the benefit plans covering executive officers and other employees of the Company. This review should include all plans including annual cash incentive plans, stock and long-term incentive plans, pension, retirement, and health and welfare plans (qualified and non-qualified), and other deferred compensation plans to the extent they affect executive officer compensation. The Committee shall consider the market competitiveness of such plans, assess their inherent risks and incentive structures and recommend to the Board the design, administration, and funding of all such plans. 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. The Committee shall review annually the composition of, and investment performance of, assets funding the Company's employee benefit plans. Day-to-day administration of the plans shall be delegated to management, who will make periodic reports to the Committee regarding the status of such plans. The Benefits and Retirement Plan Committee is authorized to make minor amendments to retirement, pension and health and welfare plans to the extent such amendments do not materially affect or discriminate in favor of executive officers

4. The Committee shall receive from management annually a report on compensation targets and costs for all employees in connection with the annual budget cycle.

5. The Committee shall review and approve, for the CEO and all executive officers of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits (including, without limitation, perquisites).

6. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

7. The Committee shall monitor the Company's compliance with the requirements and under the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and officers.
8. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that shareholders approve all equity compensation plans.
9. The Committee shall review and discuss with the Company's management the "Compensation Discussion & Analysis" required by the rules of the Securities and Exchange Commission, and, based on such review and discussion, the Committee shall determine whether to recommend to the Board that the "Compensation Discussion & Analysis" be included in the Company's proxy statement for its annual meeting of shareholders or Annual Report on Form 10-K.
10. The Committee shall prepare the report required by Item 407 of Regulation S-K promulgated by the Securities and Exchange Commission for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
11. The Committee shall make regular reports to the Board.
12. The Committee shall annually review its own performance.
13. The Committee shall annually review and make recommendations to the full Board with respect to the compensation and benefits of Directors, including under any incentive compensation plans and equity-based plans.