

## **Oceaneering International, Inc.**

### **Nominating and Corporate Governance Committee Charter**

#### **Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) is appointed by the Board of Directors (the “Board”) of Oceaneering International, Inc. (the “Company”) to: (1) identify individuals qualified to become directors of the Company; (2) recommend to the Board director candidates to fill vacancies on the Board and to stand for election by the stockholders at each annual meeting of stockholders of the Company; (3) recommend to the Board a director to serve as Chairman of the Board and, if a Lead Director is to be appointed pursuant to the Company’s Corporate Governance Guidelines, the Lead Director; (4) recommend to the Board committee assignments for directors; (5) lead the Board in its annual assessment of the performance of the Board, its committees and each of the directors; and (6) review and recommend to the Board appropriate corporate governance policies and procedures for the Company.

#### **Membership and Meetings**

The Committee shall consist of not less than three directors, each of whom shall serve at the discretion of the Board. The members of the Committee shall be appointed by the Board and serve until their successors are duly elected and qualified, or until their earlier resignation or removal. The Board shall have the authority at any time to remove one or more members of the Committee. The Board shall designate a chairman of the Committee (the “Chairman”). If not so designated by the Board, the Chairman shall be designated by the members of the Committee. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The Chairman shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. A majority of the members of the Committee shall constitute a quorum. The Committee may meet by teleconference and act by unanimous written consent as permitted by Delaware law. The Committee shall cause written minutes to be made of all its proceedings, which shall be available to all members of the Board. The Committee shall make regular reports to the Board, and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board, accompanied by any recommendations to the Board. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

## **Authority and Responsibilities**

1. The Committee shall seek and evaluate individuals qualified to become directors of the Company as the need arises, including reviewing individuals nominated by stockholders of the Company, and recommend to the Board director candidates to fill vacancies on the Board or stand for election or re-election to the Board by the stockholders of the Company. In the case of a director candidate to fill a Board vacancy created by an increase in the size of the Board, the Committee will make a recommendation to the Board as to the class of directors in which the individual should serve. In assessing the qualifications of prospective nominees to the Board, the Committee shall consider, in addition to any criteria set forth in the Bylaws and Corporate Governance Guidelines of the Company, each nominee's personal and professional integrity, experience, skills, ability, willingness to devote the time and effort necessary to be an effective board member and commitment to acting in the best interests of the Company and its stockholders. Consideration shall also be given to the Board's diversity and having an appropriate mix of backgrounds and skills. The Committee may adopt minimum qualifications that the Committee believes must be met by prospective nominees to the Board, qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess and standards for the overall structure and composition of the Board. The Committee also shall consider and evaluate director nominees proposed by stockholders and, in that connection, the Committee may adopt procedures for the submission of recommendations by stockholders as it deems appropriate (provided that any such procedures shall not be inconsistent with the applicable provisions of the Bylaws of the Company).

2. The Committee shall review the Board's committee structure and recommend (i) any changes to the structure or composition it deems advisable and (ii) committee assignments as openings occur on committees or as rotations of committee assignments are deemed advisable by the Board. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness.

3. The Committee shall lead the Board in its an annual evaluation of the performance of the Board, its committees, including the Committee, and each of the directors. In conducting each such assessments, the Committee will solicit comments from all directors and may employ such other means as it may deem necessary or appropriate in conducting the assessments. The Committee shall report its findings to the full Board following the end of each fiscal year. In connection with that report, the Committee shall make its annual recommendation of the director to serve as Chairman of the Board.

4. The Committee shall annually review and assess the adequacy of the Company's corporate governance policies, practices and procedures, and recommend any proposed changes to the Board for approval.

5. The Committee shall periodically review with the Board succession planning with respect to the Chief Executive Officer and other executive officers of the Company.

6. The Committee shall have the sole authority to retain and terminate any search firm to be used to assist in the identification and recruitment of director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

7. The Committee shall be assisted by appropriate corporate staffs, and, in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem necessary or appropriate, with the expenses and fees incurred in their use to be paid by the Company. The foregoing authority includes retaining and obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants.

8. The Committee shall review and oversee new director orientation and director continuing education programs.

9. The Committee shall consider questions of possible conflicts of interests of directors, as such questions arise. The Committee shall review the independence guidelines for directors and recommend to the Board changes the Committee deems appropriate.

10. The Committee shall consider all of the relevant facts and circumstances available for related-person transactions submitted to the Committee in accordance with the Company's policy with respect to related-person transactions. Based on the conclusions reached, the Committee shall evaluate whether to approve or ratify the transaction.

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 SEC to be included in the Company's proxy statement for its annual meeting of stockholders or Annual Report on Form 10-K.

12. The Committee shall review and discuss with management any significant communications from stockholders and others concerning the Company's governance process or stockholder meetings and make recommendations to the Board in respect thereof if necessary.

13. The Committee shall review and consider whether any director's service on the boards of other public companies compromises such director's ability to devote an appropriate amount of time and attention to duties of the Board or the Company's affairs.

14. The Committee shall review, and make the determination with respect to, any situation involving a waiver or modification of the Company's stock ownership guidelines, as set forth in the Company's Corporate Governance Guidelines, as applied to any director.

15. The Committee may appoint and delegate authority to subcommittees as it deems appropriate.

16. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time, including those set forth in the Company's Corporate Governance Guidelines.

## **Miscellaneous**

The Committee shall annually evaluate its own performance and assess the effectiveness of the Committee and report to the Board on such evaluation. The Committee shall also review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval. The duties and responsibilities of a member of the Committee are in addition to those duties generally pertaining to a member of the Board.

Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws.