

**OCEANEERING INTERNATIONAL, INC.**  
**COMPLAINT AND REPORTING PROCEDURES**  
**FOR ACCOUNTING AND AUDITING MATTERS**

Any person may submit a good faith complaint, report or concern regarding accounting, internal accounting controls, auditing matters (“Accounting Matters”) relating to Oceaneering International, Inc. or its subsidiaries (collectively, “Oceaneering”) to the management of Oceaneering or to the Audit Committee of its Board of Directors (the “Audit Committee”). Oceaneering is firmly committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices.

Any employee of Oceaneering may submit such a concern or complaint regarding Accounting Matters without fear of dismissal or retaliation of any kind. Oceaneering will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of an employee with respect to good faith reporting of concerns or complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

In order to facilitate reporting, the Audit Committee has established the following procedures for: (a) the receipt, retention and treatment of complaints, reports and concerns regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission of complaints, reports and concerns by employees regarding questionable accounting or auditing matters. For purposes of this policy, these types of complaints, reports and concerns relate to Accounting Matters as more particularly described below.

**Receipt of Complaints**

- A. Employees of Oceaneering may report a concern or complaint regarding Accounting Matters to their supervisor, any member of management, the Human Resources Department, the Legal Department, the Internal Audit Department or directly to the Audit Committee.

Any person, including employees of Oceaneering, with a concern or complaint regarding Accounting Matters may submit their concern or complaint in writing to the General Counsel of Oceaneering at its corporate headquarters by regular mail or facsimile as follows:

General Counsel  
Oceaneering International, Inc.  
11911 FM 529  
Houston, TX 77041-3011  
Facsimile: (713) 329-4654

- B. Employees of Oceaneering may forward concerns or complaints regarding Accounting Matters on a **confidential and anonymous** basis. An employee may mail a written communication to Oceaneering's General Counsel at the address specified in A above without indicating his or her name or address.

Oceaneering has retained Employee Network, Inc. with its DirectAccess service, as a confidential, independent, third-party service to assist in this process.

1. DirectAccess On-Line

To send a message via the Internet, go to [www.eniweb.com](http://www.eniweb.com). Click on the "DirectAccess" logo located at the bottom of the screen. Enter the Oceaneering-specific pin number of 405. The employee will then submit in detail his or her complaint or concerns. All Internet reports are converted into text format. To use this system with complete anonymity, employees should send this message from a non-Oceaneering network system such as a personal service (example – hotmail account) or from an Internet cafe.

2. Voicemail – 24/7 Access via a Toll-free Dedicated Number

By calling the DirectAccess confidential and secure help line number 1-866-494-3161 and using the Oceaneering specific pin number of 405, employees can leave a recorded telephone voice message. All telephone reports are recorded and transmitted in text format only so that the employee's voice is not heard.

### **Scope of Matters Covered by These Procedures**

These procedures relate to concerns or complaints relating to any questionable Accounting Matters including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Oceaneering;
- Fraud or deliberate error in the recording and maintaining of financial records of Oceaneering;
- Deficiencies in or noncompliance with Oceaneering's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Oceaneering; or
- Deviation from full and fair reporting of Oceaneering's transactions, financial condition or results of operations.

## **Treatment of Complaints**

- Upon receipt of a concern or complaint, the General Counsel is directed by the Audit Committee to: (i) determine whether the concern or complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the concern or complaint to the sender.
- Concerns or complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, who will consult with the Controller, Director of Internal Audit, Chief Financial Officer, or such other persons in determining whether and to what extent an investigation needs to be conducted regarding a particular complaint. In addition, the Audit Committee may enlist outside experts (including attorneys) to assist the Committee in evaluating or investigating a complaint.
- The Audit Committee may instruct or direct any of Oceaneering's officers or employees to provide additional information related to any complaint and to conduct further investigation of a complaint.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

## **Reporting and Retention of Complaints and Investigations**

The General Counsel will maintain a log of all concerns or complaints, track their receipt, investigation and resolution and prepare a quarterly summary report thereof for the Audit Committee. Copies of complaints and the log will be maintained for seven years in accordance with applicable laws and regulations.

## **Amendments**

The Audit Committee may amend these procedures at any time consistent with the requirements of applicable laws, rules and regulations.