

## **Compensation Committee Charter**

This Compensation Committee Charter has been adopted by the Board of Directors 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 Compensation 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, 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 Compensation 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 Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange. The members and the Chairperson of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating Committee. Compensation Committee members may be replaced by the Board. The Compensation Committee may create sub-committees from among its members and delegate to such subcommittee any powers and authority of the compensation committee.

### **Committee Authority and Responsibilities**

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the director, CEO or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or their advisors.
2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation. The Compensation Committee shall also review and approve the CEO's annual goals and objectives, evaluate the CEO's performance in light of those goals and

objectives, and determine and report to the Board the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

3. The Compensation Committee shall annually review the benefit plans covering 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 recommend to the Board the design, administration, and funding of all such 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 management 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. As provided in the Charter of the Audit Committee, the Audit Committee, rather than the Compensation Committee, will review annually the composition of, and investment performance of, assets funding the Company's employee benefit plans.
4. The Compensation 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 Compensation Committee shall review and approve, for the CEO and all executives 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 Compensation 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.
7. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that shareholders approve all stock and other stock award plans.
8. The Compensation Committee shall make regular reports to the Board.

9. The Compensation Committee shall annually review its own performance.
10. The Compensation 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