

Corporate Governance and Nominating Committee Charter

This Corporate Governance and Nominating Committee Charter has been adopted by the Board of Directors 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 Corporate Governance and Nominating 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 Guidelines to the Board; (4) assist each 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, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (7) lead the Board in its annual review of the Board's performance; and (8) recommend to the Board director nominees for membership on, and the chairmanship of, each committee.

Committee Membership

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

The members of the Corporate Governance and Nominating Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Corporate Governance and Nominating Committee shall recommend to the Board Corporate Governance Guidelines
2. The Corporate Governance and Nominating Committee shall review the Corporate Governance Guidelines annually to ensure that they remain suitable for the needs of the Company.
3. The Corporate Governance and Nominating Committee shall recommend any necessary changes in the Guidelines to the Board.
4. The Corporate Governance and Nominating Committee shall assist each committee in coordinating and maintaining appropriate charters for each committee.
5. The Corporate Governance and Nominating 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 Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
7. The Corporate Governance and Nominating Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
8. The Corporate Governance and Nominating Committee shall 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.
9. The Corporate Governance and Nominating Committee shall review the performance, preparation and contribution of individual directors when considering whether to recommend nominating directors for annual reelection.
10. The Corporate Governance and Nominating Committee shall recommend to the Board the process by which the chairman and/or the chief executive officer will be selected or replaced.
11. The Corporate Governance and Nominating Committee shall make regular reports to the Board.
12. The Corporate Governance and Nominating Committee shall annually review its own performance.