

**HELIX ENERGY SOLUTIONS GROUP, INC.
COMPENSATION COMMITTEE CHARTER**

**ADOPTED BY THE BOARD OF DIRECTORS
EFFECTIVE MARCH 6, 2006**

Purpose

This Charter governs the operations of the Compensation Committee of Helix Energy Solutions Group, Inc. (the "Company"). The Compensation Committee (the "Committee") is appointed by the Company's Board of Directors (the "Board") to discharge the Board's responsibilities relating to compensation of the Company's Executive Officers. The Committee has overall responsibility for reviewing, evaluating and approving the Company's executive officer compensation agreements (to the extent such agreements are considered necessary or appropriate by the Committee), 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 for performing such other functions as the Board may assign to the Committee from time to time.

Composition

Annually, the Corporate Governance and Nominating Committee shall nominate and the Board of Directors shall appoint at least three members to the Committee, one of whom shall be designated by the Board to be Chair. The members of the Committee shall each be a member of the Board and meet the independence standard adopted by the Board in compliance with the NASDAQ listing standards and applicable laws and regulations. The members of the Committee may be removed and replaced by a majority vote of the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee shall determine which officers of the Company or other visitors to invite to the Committee's meetings. In the sole discretion of the Committee, the Committee may meet in executive session, without management of the Company present, at any time. Any action required or permitted to be taken at a Committee meeting may be taken by a written action signed collectively, or individually in counterparts, by all members of the Committee. Any such written action shall be effective when signed by all members of the Committee, unless a different effective time is provided in the written action. Reports of the actions of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the action of the Committee.

Committee Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or appropriate to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee shall have authority, and is entrusted with the responsibility, to take the following

actions:

1. *Compensation Consultant.* The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors and the sole authority to approve the payment of the advisor's fees and other retention items. All fees and other retention items for compensation consultants, internal or external legal, accounting or other advisors shall be paid by the Company.

2. *Chief Executive Officer.* The Committee shall approve corporate goals and objectives relevant to the Chief Executive Officer's compensation. In determining the long-term incentive component of the Chief Executive Officer compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to chairmen and chief executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years. The Committee shall review and evaluate the Chief Executive Officer's performance in light of those goals and objectives. The Committee shall have the sole authority to approve for the Chief Executive Officer of the Company the following compensation items based on this evaluation: (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level, (d) employment agreements or severance arrangements, and (e) any special or supplemental benefits except as provided in Paragraph 6 of this Charter. The Committee shall annually review its evaluation of the performance and approved compensation of the Chief Executive Officer with such officer.

3. *Executive Officers.* The Committee shall annually review and have the sole authority to approve for the 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 or severance arrangements (when and if the Committee determines that such agreements are necessary or appropriate), and (e) any special or supplemental benefits except as provided in Paragraph 6 below. For the purposes of this Charter, the "Executive Officers" of the Company shall be deemed to be those officers who are designated by the Board of Directors to be subject to the reporting requirements of §16 of the Securities Exchange Act.

4. *Compensation and Benefit Plans.* The Committee shall make recommendations to the Board with respect to the terms of and the pool of benefits available under the incentive compensation plans and any qualified equity-based plans of the Company, including, without limitation, the 1995 Long-Term Incentive Plan, as amended; the Employee Stock Purchase Plan; and the 401(k) Retirement Savings Plan. The Committee shall have the sole authority to appoint and remove various plan trustees; appoint and remove members of the plan administrative committees; and to appoint and remove the plan administrators.

5. *Ratification Required by the Board and the Shareholders.* Any action, including, but not limited to, the adoption or amendment of any non-qualified equity compensation plan, that is required by law or regulation to be submitted to the shareholders of the Company for approval shall be presented as a recommendation to the full Board and approved by the full Board prior to

its submission to the shareholders.

6. *Succession Planning.* The Committee shall maintain a succession plan for emergency and expected succession of the Chief Executive Officer and work with the Board to evaluate potential successors to the Chief Executive Officer and other Executive Officers of the Company.

7. *Other Powers.* The Committee shall review such other matters within the scope of its responsibilities as the Committee shall determine from time to time, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

8. *Annual Executive Compensation Report.* The Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement.

9. *Competitive Compensation Position.* The Committee shall annually review market data for appropriate peer companies to assess the Company's competitive position for each component of compensation for Executive Officers (especially base salary, annual incentives, long-term incentives, and supplemental executive benefit programs)..

10. *Cash Effect.* The Committee shall monitor the cumulative cash effect on the Company caused by bonus and other cash-based incentive plans of the Company, especially in relation to the Company's net income for the applicable year(s).

11. *Charter Review.* The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

12. *Delegation.* The Committee may form and delegate authority to subcommittees when it determines that such action is appropriate under the circumstances.