

## **SEACOR Holdings Inc.**

### **COMPENSATION COMMITTEE CHARTER**

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of SEACOR Holdings Inc. (the “Company”) on February 11, 2004.

*This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.*

#### **I. PURPOSE**

The Compensation Committee (the “Committee”) shall determine and approve, either on its own or with the Company’s independent directors, compensation of the CEO and assist the Board in: (i) determining appropriate compensation levels for the Company’s other executive officers; (ii) evaluating officer and director compensation plans, policies and programs; (iii) reviewing benefit plans for officers and employees; and (iv) producing an annual report on executive compensation for inclusion in the proxy statement.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other experts and will receive adequate funding from the Company to engage such advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee the executive compensation consultants, who shall be accountable ultimately to the Committee.

#### **II. COMMITTEE MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange. In addition, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

#### **III. COMMITTEE MEETINGS**

The Committee shall meet on such number of occasions as circumstances dictate and at least annually with the CEO and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

#### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. review and approve corporate goals and objectives relevant to CEO compensation consistent with the Company's compensation philosophy as established by the Board, including annual performance objectives;
2. evaluate the performance of the CEO against those corporate goals and objectives, and determine or act with independent directors as directed by the Board to determine and approve the compensation level for the CEO based on this evaluation;
3. review and make recommendations to the Board with respect to non-CEO compensation;
4. review and make recommendations to the Board for approval of any changes in incentive compensation plans and equity-based compensation plans;
5. administer and monitor compliance with the rules and guidelines of the Company's equity-based plans;
6. prepare a report to be included in the Company's annual proxy statement, in accordance with applicable rules and regulation of the NYSE, SEC and other applicable regulatory bodies;
7. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
8. review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate; and
9. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.