

TIDEWATER, INC.

**CHARTER OF THE FINANCE AND INVESTMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

The Finance and Investment Committee is appointed by the Board principally to: a) oversee the Company's financial affairs, policies and strategies, including its annual and long-term financial plan, b) establish investment policies and guidelines for its employee benefits trust funds, and c) evaluate and analyze all major financial issues including the Company's capital structure, tax strategy, dividend policy and risk profile.

II. COMPOSITION

The Finance and Investment Committee will consist of at least three directors, all of who shall be non-employee members of the Board. Each member will be appointed for a one-year term at the Board meeting immediately following the Annual Meeting of Shareholders or can be replaced by the majority vote of the Board, based on the recommendation of the Corporate Governance Committee. The Board shall also, by majority vote, elect the Chairman of the Committee and promptly fill any Committee vacancies. The Committee may form and delegate authority, by majority vote, to Sub-Committees where appropriate.

III. MEETINGS

The Committee Chairman will preside at each meeting and in consultation with other members of the Committee and Management will set the frequency of, but not less than quarterly, and the agenda for each meeting.

IV. QUORUM AND VOTING

A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the quorum shall be required to adopt or approve any matter.

V. AUTHORITY AND RESPONSIBILITIES:

In furtherance of the purpose of the Committee described above, the Committee duties will include:

A. Oversight for the Company's Financial Affairs including:

1. Oversight on the development of an annual and long-range financial plan including: projected operating budgets and capital expenditures and making recommendations as appropriate on an annual basis to the Board.
2. Reviewing the status of the Company's financial condition and performance including: projected liquidity, dividend policy, capital needs, capital structure, and making recommendations as appropriate on an annual and quarterly basis to the Board.
3. Reviewing the Company's risk profile including the status of its insurance, reinsurance, receivables, derivatives and foreign currency exposure, and making recommendations as appropriate on an annual basis to the Board.

B. Authority and Responsibility for the Investment of Employee Benefit Trust Funds

The authority and responsibility, as delegated by the Board, to establish and monitor all issues relating to the investment policies, procedures and oversight of the employee benefit trust funds. This includes reviewing performance appointing, monitoring and replacing investment managers, actuaries and consultants, establishing and changing investment guidelines and investment options and making such reports to the Board as deemed advisable, but not less than semi-annually.

C. Evaluation of Major Financial Policies and Strategies

The Committee will evaluate and analyze for the Board special financial topics including all major financial policies or strategies related to debt or equity issuance or repurchase, tax, corporate financial structure, dividend policy, asset valuations, corporate or asset acquisitions and sales, and insurance or corporate risk issues. Such evaluations and any resulting recommendations to be presented to the Board.

VI. ADVISORS

In discharging its duties, the Committee will have access to members of management and, when necessary, the Company's investment managers, underwriters and financial advisors. In addition, the Committee has the power to retain independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for such advisors.