

GulfMark Offshore, Inc.
CORPORATE GOVERNANCE & NOMINATING COMMITTEE
CHARTER

Purpose

The goal of the Corporate Governance & Nominating Committee is to take the leadership role in shaping the corporate governance and business standards of the Board and the Company.

Committee Membership

The Corporate Governance & Nominating Committee shall consist of no fewer than three members. The members of the Corporate Governance & Nominating Committee shall meet the requirements of the governing body of the exchange on which the Company's stock is listed and any requirements of the Securities and Exchange Commission. The Chairman and the members of the Corporate Governance & Nominating Committee shall be appointed and replaced by the Board from time to time.

Committee Responsibilities

The Corporate Governance & Nominating Committee shall have the following responsibilities:

1. Develop, recommend, periodically review and revise the corporate governance principles for the Company for recommendation to the Board.
2. Establish processes and criteria to identify and evaluate potential director nominees, including policies regarding recommendations of director nominees by shareholders and procedures to be followed by shareholders in submitting such recommendations.
3. Identify individuals qualified to become Board members.
4. Select or recommend to the Board the director nominees on an annual basis.
5. Review and make recommendations to the Board regarding the composition and organization of the Board including its size, qualifications of directors and any retirement or tenure policies applicable to directors.
6. Review and make recommendations to the Board regarding the nature and duties of Board committees, including evaluation of their charters, duties and powers, and criteria for membership.

7. Make recommendations to the Board regarding appointments to Board committees and election of committee chairs, including rotation, reassignment or removal of any committee member.
8. Work with the Board of Directors and each committee of the Board to establish and maintain a process for the annual evaluation of the performance of the Board and each committee and, pursuant to such process, conduct an annual evaluation of the performance of the Committee.
9. The Committee shall meet as required, but not less than twice a year, and shall make reports of those meetings to the Board.
10. Review and reassess the adequacy of the Corporate Governance & Nominating Committee Charter annually and recommend any proposed changes to the Board for approval.
11. Review and recommend to the Board compensation for non-employee members of the Board.

Committee Authority

The Corporate Governance & Nominating Committee is authorized as follows:

1. Retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms.
2. Obtain advice and assistance from internal or external legal, accounting or other advisors.
3. Form and delegate authority to subcommittees when appropriate.

Website

This Charter shall be posted on the Company's Website, and the Company's annual report on Form 10-k shall state that a copy of this Charter is available on GulfMark's Website or in writing and that a copy of same is also available to any shareholder who requests it.