

**TRICO MARINE SERVICES, INC.
NOMINATING & GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating & Governance Committee (the “Committee”) is established by Board of Directors (the “Board”) of Trico Marine Services, Inc. (the “Company”) to assist the Board by overseeing the nomination of well-qualified director nominees and the consideration, establishment and implementation of appropriate corporate governance practices. In particular, the purpose of the Committee is to serve as an independent and objective body to:

- assist the Board by identifying individuals qualified to become Board members and to recommend that the Board select the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
- recommend to the Board director nominees for each committee of the Board;
- advise the Board about appropriate composition of the Board and its committees;
- advise the Board about and recommend to the Board appropriate corporate governance practices and to assist the Board in implementing those practices;
- lead the Board in its annual review of the performance of the Board and its committees; and
- perform such other functions as the Board may assign to the Committee from time to time.

Organization, Composition and Qualification

The Committee shall be selected by the Board and comprised of no fewer than three “independent” members of the Board, as such term is defined from time to time by the listing standards of any applicable stock exchange or national market system (or, if no such standards are applicable, The Nasdaq National Market). Each member shall serve at the pleasure of the Board and for such term or terms as the Board shall determine. Any or all members of the Committee may be removed by the Board at any time. A Chairperson shall be designated by the Board from among the members of the Committee or, if no such designation is made by the Board, a Chairperson shall be selected by the affirmative vote of the majority of the Committee. Committee members shall be chosen based on their competence, availability and ability to manage and add substance to the deliberations of the Committee. In addition, members of the Committee shall have no relationship to the Company that could interfere with the exercise of their independence from management and the Company with respect to compensation matters. The Committee’s composition shall be reviewed periodically to determine whether each of its members meet the criteria set forth in any applicable rules and regulations.

Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions:

1. Prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications from time to time to those guidelines.
2. Establish criteria for selecting new directors and actively seek individuals qualified to become board members for recommendation to the Board.
3. Seek to implement the “independence” standards required by law, applicable listing standards, the Company’s certificate of incorporation or bylaws, or the Company’s corporate governance guidelines.
4. Determine whether or not each director and each prospective director of the Company is independent, disinterested, or a non-employee director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.
5. Each year, the Committee shall:
 - review the advisability or need for any changes in the number and composition of the Board;
 - review the advisability or need for any changes in the number, charters or titles of committees of the Board;
 - recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee; and
 - review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
6. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm’s fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.
7. The Committee shall oversee the evaluation of the Board and management.
8. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.

9. The Committee shall make regular reports to the Board, directly or through the Chairperson.
10. Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

Meetings and Structure

Regular meetings of the Committee shall be held at such times as is determined by resolution of the Board or the Committee. A special meeting of the Committee may be called by resolution of the Board or by the Secretary or Assistant Secretary of the Company upon the request of the Chairperson or a majority of the members of the Committee. The Chairperson will preside, when present, at all meetings of the Committee. A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

Review of Committee Charter

At least annually, the Audit Committee shall review and reassess the adequacy of this Charter. The Committee shall report the results of the review to the Board and, if necessary, make recommendations to the Board to amend this Charter.