

Oceaneering International, Inc.

Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) is appointed by the Board of Directors (the “Board”) (1) to identify individuals qualified to become directors of Oceaneering International, Inc. (the “Company”), (2) to recommend to the Board director candidates to fill vacancies on the Board and to stand for election by the stockholders at each annual meeting of stockholders of the Company, (3) to recommend to the Board a director to serve as Chairman of the Board, (4) to recommend to the Board committee assignments for directors, (5) to periodically assess the performance of the Board and (6) to review and recommend to the Board appropriate corporate governance policies and procedures for the Company.

Membership and Meetings

The Committee shall consist of not less than three directors, each of whom shall serve at the discretion of the Board. The Board shall designate the Chairman of the Committee (the “Chairman”). The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The Chairman shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee shall make regular reports to the Board, and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

Authority and Responsibilities

1. The Committee shall seek and evaluate individuals qualified to become directors of the Company as the need arises, including reviewing individuals nominated by stockholders of the Company, and recommend director candidates to the Board to fill vacancies on the Board or stand for election to the Board by the stockholders of the Company. In assessing the qualifications of prospective nominees to the Board, the Committee shall consider, in addition to criteria set forth in the Bylaws of the Company, each nominee’s personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. Consideration shall also be given to the Board’s having an appropriate mix of backgrounds and skills.

2. The Committee shall recommend committee assignments for directors to the Board as openings occur on committees of the Board, or as rotations of committee assignments are deemed advisable by the Board. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness.

3. The Committee shall conduct an annual evaluation of the performance of the Board and its committees. In conducting each such assessment, the Committee will solicit comments from all directors and may employ such other means as it may deem appropriate in conducting the assessment. The Committee shall report its findings to the full Board following the end of each fiscal year. In connection with that report, the Committee shall make its annual recommendation of the director to serve as Chairman of the Board.

4. The Committee shall periodically review and assess the adequacy of the Company's corporate governance policies and procedures, and recommend any proposed changes to the Board for approval.

5. The Committee shall periodically review with the Board succession planning with respect to the CEO and other executive officers of the Company.

6. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify and recruit director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

7. The Committee shall be assisted by appropriate corporate staffs, and, in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expenses incurred in their use to be paid by the Company. The foregoing authority includes obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants.

8. The Committee may appoint and delegate authority to subcommittees as it deems appropriate.

9. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

Miscellaneous

The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval. The Committee also shall annually evaluate its own performance and assess the effectiveness of the Committee.

Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws.