

SEACOR Holdings Inc.
COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of SEACOR Holdings Inc. (the “Company”) on November 13, 2018.

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 AND AUTHORITY

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 may, in its sole discretion, select, retain, obtain the advice of, and terminate any independent legal counsel, compensation consultant or other adviser (collectively, “Advisers”), and shall have the sole authority to approve the fees and other terms of retention and to oversee the work of such Advisers, to assist the Committee in the discharge of its duties and responsibilities under this Charter. The Committee will receive from the Company appropriate funding, as determined by the Committee, for payment of compensation to such Advisers. Prior to selecting an Adviser, the Committee shall assess the Adviser’s independence from management of the Company, taking into consideration all relevant factors the Committee deems appropriate to such Adviser’s independence, including factors specified in the New York Stock Exchange (“NYSE”) listing standards, the rules of the Securities and Exchange Commission (the “SEC”) or other applicable rules and regulations. The Committee may select or receive advice from any Adviser it prefers, including Advisers that are not independent, after considering the independence factors required by NYSE listing standards, SEC rules or other applicable rules and regulations. On an annual basis, the Committee shall review and assess the independence and performance of any Adviser retained by the Committee for the prior year and make a determination of whether that consultant will be retained to provide services to the Committee. In addition, the Committee shall evaluate whether any Adviser retained or to be retained by it has any conflict of interest in accordance with applicable NYSE and SEC rules.

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 NYSE. In addition, the Board intends that 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) if and to the extent the Committee determines it is necessary or appropriate to satisfy the

conditions of any available exemption from the deduction limit under Section 162(m) of the Internal Revenue Code, satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause and any vacancies will be filled through appointment by the Board. The Board shall appoint one member of the Committee as its Chairperson or, in the absence of such an appointment by the Board, the Committee shall make such appointment.

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 carry out its responsibilities and to discuss and review the performance criteria and compensation levels of key executives. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. In all cases no officer shall be present at meetings at which his or her compensation or performance is discussed or determined.

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 executive compensation, including annual performance objectives;
2. establish, review and approve compensation for the CEO and other executive officers;
3. evaluate at least annually the performance of the CEO against any applicable corporate goals and objectives, and determine and approve the compensation level for the CEO based on this evaluation;
4. review and make recommendations to the Board for approval of any amendments or modifications to, or terminations of, 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 the Compensation Committee Report required to be included in the Company’s annual report on Form 10-K and proxy statement;
7. review and discuss with management the Company’s Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K, in accordance with applicable rules and regulation of the NYSE, SEC and

other applicable regulatory bodies, and determine whether to recommend to the Board that the CD&A be so included;

8. evaluate the independence of any Advisers retained by the Committee annually;
9. review and recommend to the Board for approval the frequency with which the Company will conduct an advisory stockholder vote on executive compensation required by Section 14A of the Exchange Act (“Say on Pay Vote”), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement;
10. review all director compensation and benefits for service on the Board and Board committees no less frequently than annually, and to recommend any changes to the Board for approval;
11. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
12. review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate; and
13. 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.