

BRISTOW GROUP INC.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Bristow Group Inc. (the “Company”) on October 26, 2023. No term or provision of this Charter may be amended or otherwise modified without the approval of the Board.

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 Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSE

The Compensation Committee (the “Committee”) shall review and make recommendations to the Board to approve compensation of the Chief Executive Officer (the “CEO”), the Chief Financial Officer and other members of the executive leadership team, and assist the Board in: (i) evaluating officer compensation plans, policies and programs; and (ii) reviewing benefit plans for officers and employees.

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 shall have the sole authority to retain, obtain the advice of, and terminate any, compensation consultant, independent legal counsel or other advisor (collectively, “Advisors”), including the sole authority to approve the fees and other terms of retention and to oversee the work of such Advisors, to assist the Committee in the discharge of its duties and responsibilities under this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to the Advisors. Prior to selecting an Advisor, the Committee shall assess the Advisor’s independence from management of the Company, taking into consideration all relevant factors the Committee deems appropriate to such Advisor’s independence, including factors specified in the New York Stock Exchange (“NYSE”) Listed Company Manual, as amended from time to time, and the applicable rules of the Securities and Exchange Commission (“SEC”). The Committee may retain or obtain advice from any Advisor preferred by the Committee, including any that are not independent, after considering such specified factors. On an annual basis, the Committee shall review and assess the independence and performance of any Advisor 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 Advisor retained or to be retained by it has any conflict of interest in accordance with applicable SEC and NYSE rules.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of a minimum of three directors (but no less than the minimum number required by applicable law, rule and regulation, including the rules of the NYSE).

Each member of the Committee shall meet the criteria for Board and Committee independence established by the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the applicable rules of the NYSE. In addition, the Board intends that no director may serve unless the director is a “Non-employee Director” for purposes of Rule 16b-3 under the Exchange Act.

Members of the Committee shall be appointed and replaced by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. COMMITTEE MEETINGS

The Board shall designate a member of the Committee as chairperson. The Committee may, at its discretion, invite such members of management to its meetings as it believes to be desirable and appropriate and 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 discuss and review the performance criteria and compensation levels of members of the executive leadership team. However, the Committee shall meet regularly without such members present, and no officer shall be present at meetings at which their own compensation or performance is discussed or determined.

Meetings may be called by the chairperson of the Committee, or at the request of a majority of the members of the Committee or by the Board. A majority of the members of the Committee shall constitute a quorum at Committee meetings.

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 (and is authorized to delegate such responsibilities to an appropriate subcommittee thereof) 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 make recommendations to the Board for approval of corporate goals and objectives relevant to executive compensation, including annual performance objectives;
2. review and make recommendations to the Board for approval of compensation for the CEO and other members of the executive leadership team (including any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, and including the ability to adopt, amend and terminate such agreements, arrangements or plans);

3. evaluate at least annually the performance of the CEO against any applicable corporate goals and objectives, and make recommendations to the Board regarding the compensation level for the CEO based on this evaluation;
4. review and make recommendations to the Board for approval of incentive compensation plans and equity-based compensation plans, which includes the ability to adopt, amend, and terminate such plans;
5. review and make recommendations to the Board for approval of awards under the Company's equity-based plans, and administer and monitor compliance with the rules and guidelines of such plans;
6. review and discuss with management the Company's Compensation Discussion and Analysis and prepare a report to be included in the Company's annual report on Form 10-K and proxy statement in accordance with the applicable rules and regulations of the NYSE, SEC or other regulatory bodies;
7. review and make recommendations to the Board for approval of stock ownership guidelines for the CEO and other officers at the Vice President level or higher and monitor compliance with such guidelines;
8. review, and make recommendations to the Board regarding, any benefit plans for executives of the Company, which includes the ability to adopt, amend and terminate such plans and the ability to delegate oversight of such plans;
9. review, and make recommendations to the Board regarding, (i) the creation of any other broad-based employee welfare or retirement plan ("Employee Benefit Plan") that could create an ongoing funding obligation resulting in a material accrual for future liability, such as a defined benefit plan, (ii) the termination of an Employee Benefit Plan or (iii) any amendment to an Employee Benefit Plan that materially increases the liability associated with such Employee Benefit Plan;
10. annually evaluate the independence of any Advisors retained by the Committee; provided, however, that the Committee will not be required to assess the independence of any Advisor whose role is limited to (i) consulting on any broad-based plan that does not discriminate in terms of scope, terms or operation, in favor of officers or directors of the Company, and is available generally to all salaried employees of the Company, or (ii) providing information that either is not customized to the Company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor is not providing advice;
11. review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation,

and to evaluate compensation policies and practices that could mitigate any such risk;

12. 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;
13. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter, and present the results of the evaluation to the Board;
14. review and reassess the adequacy of this Charter no less frequently than annually, and recommend amendments to this Charter, as the Committee deems appropriate, to the Board for its consideration and approval; and
15. 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.

In evaluating and determining executive compensation, the Committee shall, where appropriate, consider the results of the most recent Say on Pay Vote.