



Era Group Inc.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Era Group Inc. (the “Company”) on February 26, 2015.

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

The Compensation Committee (the “Committee”) shall determine and approve, either on its own or with the Company’s independent directors, compensation of the CEO, the CFO, other executive officers, and other officers or managers who receive an annual base salary of more than \$200,000, and assist the Board in: (i) evaluating officer and director compensation plans, policies and programs; (ii) reviewing benefit plans for officers and employees; (iii) approving equity awards under, and administering the, Era Group Inc. 2012 Share Incentive Plan (the “Equity Plan”); and (iv) producing an annual report on executive compensation, if required, 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 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 sole authority to approve the fees and other retention terms 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 compensation consultant 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 compensation consultant retained or to be retained by it has any conflict of interest in accordance with applicable SEC rules.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board (but no less than the minimum number required by law or the rules of the NYSE).

The Board intends that each member of the Committee meet the criteria for 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 he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Exchange Act, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Members of the Committee shall be appointed by the Board and may be replaced by the Board.

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 discuss and review the performance criteria and compensation levels of key executives.

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 approve corporate goals and objectives relevant to CEO compensation, including annual performance objectives;
2. evaluate the performance of the CEO against those corporate goals and objectives, and determine and approve the compensation level for the CEO based on this evaluation;
3. establish and approve compensation for the CFO, other executive officers, and other officers or managers who receive an annual base salary of more than \$200,000;
4. review and make recommendations to the Board for approval of any changes in incentive compensation plans and equity-based compensation plans;
5. administer and monitor compliance with the Equity Plan and the rules and guidelines of the Company’s other equity-based plans and approve all awards under the Equity Plan;

6. prepare a report to be included in the Company's annual proxy statement if required by the applicable rules and regulations of the New York Stock Exchange, the Securities and Exchange Commission or other regulatory bodies;
7. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
8. 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
9. 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.