

SEACOR Holdings Inc.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating & Corporate Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of SEACOR Holdings Inc. (the “Company”) on February 10, 2019.

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 Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board by: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for election at the annual meeting of stockholders to fill Board vacancies; (ii) developing, recommending to the Board and overseeing implementation of the Company’s Corporate Governance Guidelines and Principles; and (iii) reviewing, on a regular basis, the overall corporate governance of the Company and recommending to the Board improvements when necessary.

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 resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm’s fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two 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 New York Stock Exchange. 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 as frequently as circumstances dictate to carry out its responsibilities (but in no event less frequently than annually). 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.

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. identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board; consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement; consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents; review each current director and recommend to the Board whether such director should stand for re-election; and recommend to the Board the nominees for election or re-election at the next annual meeting of stockholders and for filling any Board vacancies subject to any contractual or other commitments of the Company;
2. recommend to the Board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Company's policies and procedures for identifying and reviewing Board candidates, including policies and procedures relating to Board candidates submitted for consideration by stockholders which shall include customary vetting procedures and background checks of such candidates; and review Company disclosures regarding such policies and procedures;
3. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
4. review periodically the size of the Board and recommend to the Board any appropriate changes;
5. oversee the evaluation of the Board and management;
6. annually, or more frequently as it deems appropriate, review and assess the adequacy of the Company's Corporate Governance Guidelines and Director Independence Standards and recommend any proposed changes to the Board for approval;

7. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;
8. review and recommend to the Board for approval any changes in the compensation of directors;
9. review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually;
10. oversee CEO succession planning in accordance with the Company's Corporate Governance Guidelines;
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, make appropriate recommendations to the Board for approval;
13. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
14. recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's By-Laws and Corporate Governance Guidelines.