

CORPORATE GOVERNANCE GUIDELINES

1. Introduction

The Board of Directors (the “**Board**”) of Bristow Group Inc. (the “**Company**”) has adopted these Corporate Governance Guidelines to promote the effective functioning of the Board and to assist the Board in fulfilling its responsibilities. These Corporate Governance Guidelines describe the principles and best practices that the Board will follow in carrying out those responsibilities.

2. Directors’ Responsibilities

This Board represents and acts on behalf of all stockholders of the Company. The Board is responsible for establishing and helping the Company achieve business and organizational strategy and objectives through oversight, review, and counsel. In addition to its general oversight of management, the Board fulfills its mission (directly or by delegating certain responsibilities to its committees) by:

- (a) providing advice and counsel to the Chief Executive Officer (“**CEO**”) and principal senior executives;
- (b) selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the CEO and principal senior executives;
- (c) overseeing the conduct of the Company’s business and strategic plans;
- (d) oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards;
- (e) reviewing and approving the Company’s financial objectives and major corporate plans and actions, including, but not limited to, the annual business plan;
- (f) reviewing and approving major changes in the appropriate auditing and accounting principles and practices;
- (g) overseeing environmental, social and governance (“**ESG**”) matters;
- (h) overseeing internal and external audit processes and financial reporting;
- (i) review stockholders proposals properly submitted and respond as appropriate;
- (j) review and approve any amendments to the Company’s certificate of incorporation, bylaws, these Corporate Governance Guidelines, and other corporate governance policies; and
- (k) performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

To carry out these responsibilities, the directors serving on the Board (the “**Directors**”) recognize that they have the obligation individually and collectively to pay careful attention and be properly informed. Notwithstanding the foregoing, in discharging responsibilities as a Director, a Director is entitled to rely in good faith on reports or other information provided by Company management,

independent auditors, and other persons as to matters the Director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

3. Candor and Avoidance of Conflicts

The Directors recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the stockholders. Directors have a personal obligation to disclose a potential conflict of interest to the Chairman of the Board or the CEO prior to any Board decision related to the matter and, if the Chairman of the Board and/or CEO, in consultation with legal counsel, determines a conflict exists or the perception of a conflict is likely to be significant, to recuse themselves from any discussion or vote related to the matter.

4. Regular Executive Sessions of Non-Management Directors

The non-management Directors of the Company will meet periodically in executive session, i.e., with no management Directors or management present, at regular Board meetings. If the non-management Directors include a Director who is not independent under applicable New York Stock Exchange rules, the independent Directors will meet at least once per regular Board meeting without the presence of such non-independent Director, and at other times as necessary. Committees of the Board may also meet in executive session without the presence of any non-independent Director as deemed appropriate.

5. Lead Independent Director

If the positions of Chairman of the Board and CEO are combined, the Board shall give due consideration to the selection of, and irrespective of whether such positions are combined may select, a Lead Independent Director to: (a) preside at meetings of the Board in the absence of the Chairman of the Board or if the Chairman of the Board has a potential conflict of interest; (b) convene and preside at regular and special executive sessions of the independent Directors; (c) serve as liaison and facilitate communications between the Chairman of the Board and the independent Directors; (d) confer with the Chairman of the Board concerning Board and committee agendas, meeting schedules and information needs; (e) as appropriate, at the request of the Board, the independent Directors, an independent Board committee or the Chairman of the Board (and after taking into consideration consulting with management or having management present, as appropriate), communicate with significant stockholders; and (f) perform such other duties as agreed by the Board or the independent Directors, from time to time. The performance of the Lead Independent Director, if any, and the structure of independent leadership would be reassessed annually as part of the Board evaluation process.

6. Formal Evaluation of the CEO

The independent Directors, together with the Compensation Committee, undertake an annual evaluation of the performance of the CEO. The evaluation is based on objective corporate goals approved by the independent Directors, including criteria such as performance of the business, accomplishment of long-term strategic objectives and development of management, among other things. The evaluation is used by the independent Directors and the Compensation Committee in determining the CEO's compensation.

7. Succession Planning

Selecting a CEO and, consequently, planning for succession is an important responsibility of the Board. The Board shall consult with the CEO and plan for management succession, including succession of the CEO. The Board shall, not less often than annually and on a more frequent basis as may be desired, review the qualities and characteristics necessary for such position. The Board shall, not less often than annually and on a more frequent basis as may be desired, review the development and progression of potential internal candidates against those standards. The Company believes that advance planning for contingencies such as the departure, death or disability of the CEO is critical and, accordingly, periodically considers emergency succession plans for facilitating the transition to interim and longer term leadership in the event of an untimely vacancy.

8. Independent Directors

The Board shall have a substantial majority of Directors who meet the criteria for independence established by applicable law and the listing standards of the New York Stock Exchange. No Director shall be deemed independent unless the Board affirmatively determines that the Director has no material relationship with the Company. The Board will consider all relevant relationships, facts and circumstances in making a determination of independence. In particular, when assessing the materiality of a Director's relationship with the Company, the Board shall consider the issue not merely from the standpoint of the Director, but also from the standpoint of persons or organizations with which the Director has an affiliation.

Each independent Director has an affirmative obligation to inform the Board, as soon as reasonably practicable, of any material changes in their circumstances or relationships that may impact their designation by the Board as an independent Director.

9. Director Nominations

The Environmental, Social and Governance Committee ("ESG Committee") of the Board is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Directors in the context of the current make-up of the Board. This assessment includes consideration of sound judgment, knowledge, experience (including financial literacy experience), character, diversity, age, tenure, business specialization, technical skills and other relevant factors—all in the context of an assessment of the perceived needs of the Board at that point in time.

The Board is responsible for selecting candidates for Board membership upon the recommendation of the ESG Committee and for recommending them for election by the stockholders. The Board delegates the screening process and the recommendation to the Board of a slate of Board nominees to the ESG Committee.

10. Orientation and Continuing Education

New Directors shall be provided with an orientation program that includes background material and meetings with senior members of management. Directors are encouraged to participate in continuing education opportunities about matters of relevance to their service on the Board, which may include training conducted by the Company. The Board will reimburse Directors for expenses incurred in connection with these education programs.

11. Commitment and Limits on Other Activities

Directors are expected to attend all or substantially all Board meetings and meetings of the committees of the Board on which they serve, to spend the necessary time to discharge their responsibilities appropriately (including advance review of meeting materials) and to ensure that other existing or future commitments do not materially interfere with their responsibilities as members of the Board. Directors are also expected to attend the Annual Meeting of Stockholders.

In addition, Directors are expected to limit the number of boards of directors of other companies (excluding not-for-profit organizations) on which they serve such that such service does not interfere with his or her ability to devote sufficient time, effort and attention to service on the Board and any committees of the Board. Under any circumstances, Directors shall not serve on more than five boards (including the Board but excluding the boards of directors of the Company's subsidiaries and not-for-profit organizations). Without specific approval from the ESG Committee and the Board upon a determination that simultaneous service will not impair the ability of such Director to effectively serve on the Board, no Director shall serve on the boards of more than three public companies in addition to the Company; provided, however, that any Director may serve on boards of additional public companies if that Director served on those boards at the time the Director joined the Board, so long as such Director undertakes the steps necessary, i.e., not standing for reelection, within one year of appointment to satisfy the limitations set forth herein for outside board service. Notwithstanding any of the foregoing, no Director who is also an executive officer of a public company shall serve on the boards of more than two public companies in addition to the Company.

The ESG Committee and the Board shall take into account the nature of and timing involved in a Director's service on other boards of directors in evaluating the suitability of individual Directors and making its recommendations to stockholders.

Directors are required to provide notice to the Chairman of the Board and the Chair of the ESG Committee in advance of accepting an invitation to serve on the board of directors of another organization (whether public or private).

12. Term and Age Limits

The Board has determined that age and term limits are not appropriate at this time. Instead, the ESG Committee of the Board formally reviews each Director elected by the stockholders to consider the desirability of such Director's continuation on the Board at the expiration of such Director's term.

13. Board Compensation and Stock Ownership

Only non-employee Directors receive compensation for service on the Board. The ESG Committee of the Board shall evaluate the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.) and report findings and recommendations to the Board, including recommendations for approval of changes to compensation for non-employee Directors' service on the Board and committees thereof. Changes to compensation for non-employee Directors shall be subject to evaluation and approval by the Board. All non-employee Directors shall be paid an annual retainer and shall receive incentive equity awards annually. The Chairman of the Board (or Lead Independent Director as applicable), committee chairs, and members of each committee of the Board shall receive an additional retainer or incentive equity award annually.

The Board continues to believe that an alignment of Director interests with those of stockholders is important. Accordingly, Directors are encouraged to own stock in the Company, and to that end, part of non-employee Director compensation is provided in incentive equity awards. All non-employee Directors and principal senior executives of the Company shall be subject to the Company's stock ownership guidelines.

14. Frequency and Conduct of Board Meetings

The Board shall meet at least four times a year. Additional meetings may be scheduled as necessary or appropriate in light of circumstances. The CEO and the Secretary shall prepare an annual schedule of meetings for the Board and, subject to the applicable charters, the standing committees of the Board. To the extent practicable, the schedule shall reflect agenda subjects that are generally of a recurring nature and are expected to be discussed during the year in question. Certain matters shall be addressed by the Board at least annually. These matters shall include a review of the Company's: (i) strategic plan and the principal current and future risk exposures; (ii) strategic objectives; (iii) business and financial performance for the prior year, including a review of the achievement of strategic objectives; and (iv) compliance with applicable law and the listing standards of the New York Stock Exchange. The proposed annual schedule of meetings of the Board and the standing committees of the Board shall be presented to the Board for approval. The Board shall keep minutes of its proceedings. The Board is governed by the rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements set out in the Company's bylaws.

The Chairman of the Board shall chair all meetings of the Board, except that the Lead Independent Director, if any, shall chair those meetings of the Board, or portions thereof, in the absence of the Chairman of the Board or if the Chairman of the Board has a potential conflict of interest. The Secretary or General Counsel shall also attend all meetings of the Board, subject to the Board's discretion to excuse such officer from all or portions of any meeting.

15. Selection of Board Meeting Agenda Items

The Chairman of the Board establishes the agenda for each Board meeting. In advance of each Board meeting, the agenda will be distributed to each Director. Each Director may suggest the inclusion of item(s) on the agenda. Any Director may raise at any Board meeting items that are not on the agenda for the meeting.

16. Board Materials and Board Meeting Presentations

To the extent feasible and absent extreme sensitivity, information or presentations on specific subjects related to the business to be considered at a meeting of the Board or its committees shall be distributed in writing to the Directors reasonably in advance of such meeting. Proprietary or otherwise sensitive materials may be reserved for distribution at the Board meeting. Directors should come prepared to contribute substantively at the meeting by reviewing these materials in advance of the meeting so that meeting time may focus on questions that the Directors have about the circulated material. As such, absent unusual circumstances, Board meeting time is generally reserved for discussion.

17. Directors Access to Senior Management and Books and Records

The Board welcomes regular attendance by senior management at Board meetings. The Board encourages the CEO to, from time to time, invite management to Board meetings who: (a) can

provide additional insight into the items being discussed because of personal involvement in these areas; and/or (b) have future potential such that management believes he or she should be given exposure to the Board.

Directors shall have access to senior management. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO, the Secretary, or Chairman of the Board, if any. Directors will use good judgment to ensure that any such contact is not disruptive to the business operation of the Company and that such contact, if in writing, will be copied to the CEO. Directors shall also have access to the Company's independent legal, financial or other advisors, without consulting with, or obtaining approval from, management of the Company in advance. The Board shall also have access to the Company's books, records, facilities and personnel.

18. Number, Structure and Independence of Board Committees

The Board currently has three standing committees: the Audit Committee; the Compensation Committee; and the ESG Committee. The members of these standing committees shall at all times meet the independence and other requirements of applicable law and the listing standards of the New York Stock Exchange. Each standing committee shall have the authority, responsibilities and qualifications for membership delineated in the Company's bylaws, the resolutions creating such committee and any applicable charter. The Board retains discretion to form new committees or disband current committees when it deems it appropriate to do so, provided that the Company shall at all times have such committees as may be required by applicable law or the listing standards of the New York Stock Exchange.

Each standing committee shall have a written charter, which shall be approved by the full Board and shall state the purpose and responsibilities of such committee. The charters of the standing committees shall comply with all applicable legal requirements and the listing standards of the New York Stock Exchange. The charters of the standing committees shall be reviewed and reassessed no less frequently than annually to reflect the activities of each of the respective committees, changes in applicable law or regulation and other relevant considerations, and proposed revisions to such charters shall be approved by the full Board.

19. External Communications and Communication by Interested Parties with Non-Employee Directors

The CEO will speak for the Company. The Board will maintain procedures for interested parties to communicate with the non-employee directors. Contact information and a description of the procedures for handling these communications will be published in the proxy statement for each annual meeting of stockholders. Communications received from shareholders shall be evaluated by the ESG Committee and referred to the Board for evaluation and further action. The Board shall ensure that Company management maintains an effective system for timely reporting to the Board or appropriate Board committees and to the public as required on the following: (1) the Company's financial and business plans, strategies and objectives; (2) the financial results and condition of the Company and its business segment(s); (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; and (4) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies.

20. Environmental, Social and Governance

The Board has primary responsibility for (i) oversight of ESG matters, including initiatives and programs related to sustainability, diversity and inclusion, corporate social responsibility, corporate culture and human capital management, and (ii) evaluation of management's efforts to align ESG initiatives and practices with the Company's long term strategy. The Board will periodically discuss with management (i) current and emerging ESG trends and risks, their impact on the Company and its stakeholders and the management of such trends and risks and (ii) the effectiveness of management's strategy and efforts to align ESG initiatives and practices with the Company's long-term strategy.

21. Annual Self-Evaluation

The Board conducts an annual self-evaluation of its performance as a whole and the performance of its committees based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives and development of management, among other things. Consistent with its charter, the ESG Committee shall oversee such annual evaluation.

22. Code of Business Integrity

The Company has adopted a Code of Business Integrity to provide guidelines for ethical conduct by directors, officers and employees. The Code of Business Integrity is posted on the Company's website.

23. Review of these Corporate Governance Guidelines

The ESG Committee reviews these Corporate Governance Guidelines annually and recommends revisions to the Board, as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively and to ensure that these Corporate Governance Guidelines effectively promote the best interests of both the Company and its stockholders and otherwise comply with all applicable laws, regulations and stock exchange requirements. These Corporate Governance Guidelines are available to the Company's stockholders by accessing the website maintained by the Company or by requesting a copy in print as described in the Company's proxy statement.

As approved by the Board on October 26, 2023.