

**CAL DIVE INTERNATIONAL, INC.  
ANNUAL MEETING OF STOCKHOLDERS**

**May 15, 2012**

**2500 CityWest Boulevard  
Houston, TX 77042**



Cal Dive International, Inc.  
2500 CityWest Boulevard  
Houston, TX 77042

**proxy**

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**This Proxy is Solicited on Behalf of the Board of Directors for the Annual Meeting on May 15, 2012.**

The undersigned, having duly received the Notice of Annual Meeting of Stockholders and the Proxy Statement, dated April 4, 2012, hereby appoints Brent D. Smith and Lisa Manget Buchanan as Proxies (each with the power to act alone and with the power of substitution and revocation) to represent the undersigned and to vote, as designated below, all shares of common stock of Cal Dive International, Inc. held of record by the undersigned on March 16, 2012 at the 2012 Annual Meeting of Stockholders to be held on May 15, 2012 at 9:00 a.m. at the corporate offices of Cal Dive International, Inc., 2500 CityWest Boulevard, Suite 2200, Houston, Texas 77042, and any adjournments thereof.

*(Please see reverse side for voting instructions.)*





Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945


COMPANY #

**Vote by Internet, Telephone or Mail  
24 hours a day, 7 days a week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

 **INTERNET** - [www.eproxy.com/dvr](http://www.eproxy.com/dvr)  
Use the Internet to vote your proxy until 12:00 noon (Central Daylight Time) on May 14, 2012.

 **PHONE** - 1-800-560-1965  
Use a touch-tone telephone to vote your proxy until 12:00 noon (Central Daylight Time) on May 14, 2012.

 **Mail** - Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.**

**TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS,  
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

 Please detach here 

**The Board of Directors Recommends a Vote FOR Proposals 1, 2 and 3**

1. To elect two "Class III" directors of the Company with terms expiring in 2015:  
01 Quinn J. Hébert      02 Todd A. Dittmann

FOR all "Class III" nominees (except as indicated below)       WITHHOLD AUTHORITY from ALL nominees

**(INSTRUCTION: To WITHHOLD AUTHORITY to vote for any individual nominee, write that person's name in the box provided to the right.)**

2. To approve, on an advisory basis, the compensation of our Named Executive Officers.  
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2012.

FOR       AGAINST       ABSTAIN  
 FOR       AGAINST       ABSTAIN

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED ON THE PROXY BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED AS THE BOARD RECOMMENDS.**

Address change? Mark box, sign and indicate changes below:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_

Signature(s) in Box  
Please sign exactly as the name appears on this Proxy. If held by joint tenants, both should sign. Attorneys, executors, administrators, trustees or guardians should give full title as such. Corporations should provide full corporation name and title of authorized officer.