

**CAL DIVE INTERNATIONAL, INC.  
AUDIT COMMITTEE CHARTER**

**ADOPTED - NOVEMBER 20, 2006  
REVISED and REAPPROVED - AUGUST 24, 2011**

**I. Purpose**

This charter governs the operations of the Audit Committee of Cal Dive International, Inc. (the "Company"). The Audit Committee (the "Committee") is appointed by the Company's Board of Directors (the "Board") to assist the Board in fulfilling its oversight responsibilities to the shareholders, potential shareholders, the investment community, and others relating to (1) the overall integrity of the financial statements of the Company, (2) the efforts by the Company to comply with applicable legal and regulatory requirements, (3) the performance of the Company's internal audit function and independent registered public accounting firm, and (4) the independent registered public accounting firm's qualifications and independence.

The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

**II. Composition**

Annually, the Corporate Governance and Nominating Committee of the Board shall nominate and the Board shall appoint at least three members to the Committee, one of whom shall be designated by the Board as Chair. Members of the Committee shall each be a member of the Board and meet the independence requirements set forth in Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the New York Stock Exchange (the "NYSE") listing standards. Each member of the Committee shall be on no more than two other audit committees of public companies. All Committee members shall be financially literate, and at least one member shall be a "financial expert", as defined by SEC regulations and shall have accounting or related financial management expertise as required by the NYSE rules. The members of the Committee may be removed and replaced by a majority vote of the Board.

**III. Meetings**

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet periodically with management, the internal auditors and the independent registered public accounting firm, including meetings with the independent registered public accounting firm in separate executive sessions without management of the Company present. The Committee may request any officer or employee of the Company, or the Company's outside counsel or independent registered public accounting firm, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Any action required or permitted to be taken at a Committee meeting may be taken by a written action signed collectively, or individually in counterparts, by all members of the Committee. Any such written action shall be effective when signed by all members of the Committee, unless a different

effective time is provided in the written action. Reports of the actions of the Committee shall be made to the Board at its next regularly scheduled meeting following the meeting of the Committee. The Committee shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.

#### **IV. Communications**

The independent auditor reports directly to the Committee. The Committee is expected to maintain free and open communication with the independent auditor, the internal auditors, and management. This communication will include periodic private executive sessions with each of these parties.

#### **V. Committee Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee shall have authority and is entrusted with the responsibility to take the following actions:

##### **A. Approval of Services Provided by the Independent Auditor**

###### *Background*

Under the Sarbanes-Oxley Act of 2002 (the "Act") and rules promulgated by the SEC thereunder, the Committee is responsible for the appointment, compensation and oversight of the work of the independent auditor.

The pre-approval policy set forth below applies to the independent auditor of Cal Dive. As part of its responsibility under the Act and SEC rules and regulations, the Committee is required to pre-approve the audit and audit-related services performed by the independent auditor in order to assure that they do not impair the auditor's independence from the Company.

###### *Pre-Approved Services*

The Committee will periodically review and revise the list of pre-approved services that may be provided by the independent auditor without obtaining specific pre-approval from the Committee.

Appendix A lists the audit and audit-related services that currently have such general pre-approval of the Committee (the "General Pre-Approved Services"). The list of General Pre-Approved Services on Appendix A remains in force until the Appendix is further revised by the Committee from time to time. The Committee may add to or subtract from the list of General Pre-Approved Services in Appendix A from time to time, based on subsequent determinations, and will communicate any changes to the independent auditor promptly.

Proposed services by the independent auditor that are not listed in Appendix A and as a result are not General Pre-Approved Services require specific pre-approval of the Committee or its

designated member, as described below (“Specific Pre-Approved Services”). For practical purposes, between regular meetings of the Committee, pre-approval may be obtained from a member of the Committee designated for such purpose (the “Designated Member”); provided that the required documentation for such pre-approval has been completed, and the Designated Member reports any such pre-approvals at the next regularly scheduled meeting of the Committee.

Proposed services by the independent auditor that are listed in Appendix A and as a result are General Pre-Approved Services shall be notified to the Designated Member of the Committee on a regularly basis, normally quarterly. In case there are services that are considered by the Designated Member as not falling within the General Pre-Approved Services, such service shall cease immediately and not be resumed until approved by the Committee. The Designated Member of the Committee shall report to the Committee on a regular basis for informational purposes.

Management (CFO/CAO) will, if requested, assist the Designated Member of the Committee to determine whether the independent auditor services are General Pre-Approved Services. Requests or applications to provide services that are “Specific Pre-Approved Services” must include a statement from the CFO of the Company and the independent auditor as to whether, in their view, the request or application is consistent with the SEC’s rules on auditor independence.

The Committee has designated the CFO to generally monitor the compliance with this pre-approval policy. The CFO will immediately report to the Committee any breach of this pre-approval policy that comes to the attention of any member of management.

The Committee will on an annual basis review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard No. 1, and discussing with the independent auditor methods and procedures for ensuring independence.

The independent auditor has reviewed this pre-approval policy and believes that implementation of it will not adversely affect the auditor’s independence. In addition, in connection with each engagement, the independent auditor will always be required to represent and confirm that the proposed services will not adversely affect the independent auditor’s independence.

*Pre-Approval of Audit and Audit-Related Services*

Any individual project/service (other than statutory audits), including those that qualify as General Pre-Approved Services, estimated to involve a fee in excess of \$50,000 must be specifically pre-approved by the Committee or the Designated Member, as described above. Pre-approved services shall not exceed the maximum amount of \$500,000 in the aggregate in any fiscal year, without approval from the Committee or the Designated Member, as described above.

### Pre-Approval of Tax Services

Engagement of the independent auditor to perform any tax service must be approved specifically by the full Committee. The Committee must be furnished with a written description of the following:

- (i) the scope of the proposed tax services;
- (ii) the fee structure for the engagement and any arrangements or agreements that would affect the scope of or fee for such tax services, and any side letters, amendments to the engagement letter, or any other agreements (whether oral, written or otherwise) relating to the proposed service; and
- (iii) any compensation or other agreement (such as a referral or fee sharing agreement) between the independent auditor and any other person or entity with respect to the promoting, marketing, or recommending of a transaction covered by the proposed service.

In addition, the independent auditor must confirm to the Committee that the proposed tax services will not have an adverse effect on the independent auditor's independence.

### Prohibited Services

A list of the prohibited non-audit services for the independent auditor, as defined by the SEC and the Public Company Accounting Oversight Board (the "PCAOB"), is attached to this policy as Appendix B.

### B. Charter and Self-Review

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

### C. Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent registered public accounting firm the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent registered public accounting firm the Company's quarterly financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-Q, including the results of the independent registered public accounting firm's review of the quarterly financial statements.

3. Discuss with management and the independent registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any remedial measures adopted in light of material control deficiencies.
4. Review and discuss quarterly reports from the independent registered public accounting firm on:
  - a. All critical accounting policies and practices used.
  - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the alternative preferred by the independent registered public accounting firm.
  - c. Other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.
  - d. The independent registered public accounting firm's judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.
5. Review and discuss with management the Company's earnings releases, including, but not limited to, the use of "pro forma" or "adjusted" non-GAAP information, as well as operational and financial information provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
6. Discuss with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives as well as any risks associated with off-balance sheet structures on the Company's financial statements.
7. Discuss with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management. These discussions shall include consideration of the quality of the Company's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit

adjustments whether or not recorded and such other inquiries as may be appropriate.

8. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for each Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
9. Review and discuss with management any SEC comment letters submitted with respect to any of the Company's filings with the SEC.

D. Oversight of Company's Relationship with the Independent Registered Public Accounting Firm

1. Review and evaluate the lead partner of the independent registered public accounting firm team.
2. Obtain and review a report from the independent registered public accounting firm at least annually regarding (a) the independent registered public accounting firm's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent registered public accounting firm and the Company. Evaluate the qualifications, performance and independence of the independent registered public accounting firm, including considering whether the independent registered public accounting firm's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the registered public accounting firm's independence, and taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board.
3. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
4. Recommend to the Board policies consistent with law and any requirement of the NYSE for the Company's hiring of employees or former employees of the independent registered public accounting firm who participated in any capacity in the audit of the Company.
5. Meet with the independent registered public accounting firm prior to the audit to discuss the planning and staffing of the audit.

E. Oversight of the Company's Internal Controls and Internal Audit Function

1. Review the appointment and replacement of the senior internal auditing executive.
2. Review the significant reports to management prepared by the internal auditing department and management's responses.
3. Discuss with the independent registered public accounting firm and management of the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
4. Review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent registered public accounting firms' report on management's assertion.
5. Review and discuss with management and the independent auditor any significant risks or exposures facing the Company and assess the steps management has taken to minimize such risks, and discuss with management and the independent auditor and oversee the Company's underlying policies with respect to, risk assessment and risk management.

F. Compliance Oversight Responsibilities

1. Obtain from the independent registered public accounting firm assurance that Section 10A(b) of the Exchange Act (which requires the independent registered public accounting firm to report any evidence which it uncovers of an illegal act to management and the Board, and, in some instances, to the SEC) has not been implicated.
2. Obtain annual certifications from the Company's senior management regarding their compliance with the Company's Code of Ethics for Chief Executive Officer and Senior Financial Officers (the "Senior Officers' Code of Ethics"). Review the Senior Officers' Code of Ethics at least annually.
3. Obtain reports from management and the Company's senior internal auditing executive confirming that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.
4. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or

auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

5. Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
6. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
7. Receive and evaluate outside securities counsel's reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
8. Review with management and approve all related-party transactions.
9. Obtain advice and assistance, as necessary, from internal or external legal, accounting or other advisors, with the Committee having sole authority to approve the payment of the advisor's fees and to retain such advisors. All fees and other retention items for internal or external legal, accounting or other advisors shall be paid by the Company.

## **VI. Limitation of Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent registered public accounting firm is responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

## **Appendix A to Audit Committee Charter**

### **General Pre-Approved Services**

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Committee. The Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual audit services engagement approved by the Committee, the Committee may grant pre-approval for other audit services, which are those services that only the independent auditor reasonably can provide. The Committee has pre-approved the audit services listed below as General Pre-Approved Services. All other audit services not listed must be separately pre-approved by the Committee.

#### Audit Services

- Statutory audits or financial audits for subsidiaries or affiliates of the Company including attestation required by law or regulation.
- Services associated with SEC registration statements, annual reports, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters.
- Attestation of management reports on internal controls.
- Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services).
- Consultations and research on accounting and financial reporting issues (providing assistance with understanding and implementing new accounting and financial reporting guidance from rule making authorities).

#### Audit-Related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are traditionally performed by the independent auditor. The Committee believes that the provision of audit-related services does not impair the independence of the auditor, and has pre-approved the audit-related services listed below. All other audit-related services not listed must be separately pre-approved by the Committee.

Due diligence services pertaining to potential business acquisitions and dispositions.

Financial statement audits of employee benefit plans.

Agreed-upon or expanded audit procedures related to accounting or to comply with financial, accounting, tax or regulatory reporting matters.

Internal control review, advice and assistance with internal control reporting requirements.

Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard-setting bodies (Note: Under SEC rules, some consultations may be "audit" services rather than "audit-related" services).

Auditor's publications and seminar/training services and subscription to auditor's research and knowledge tool, e.g., EY Online (GAAIT).

Attest services not required by statute or regulation.

Closing balance sheet audits pertaining to dispositions.

General assistance with implementation of the requirements of SEC rules or listing standards promulgated pursuant to the Sarbanes-Oxley Act.

## **Appendix B to Audit Committee Charter**

### *Prohibited Non-Audit Services*

- Bookkeeping or other services related to the accounting records or financial statements of the audit client
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit

These prohibited non-audit services are further described in SEC release No. 33-8183.

In addition, the Company's independent auditor is prohibited from providing tax services relating to :

- any Company employee in a financial reporting oversight role as defined in PCAOB Rule 3523, and
- confidential and aggressive tax positions as defined in PCAOB Rule 3522.