

CAL DIVE INTERNATIONAL, INC.
POLICY AND PROCEDURES WITH RESPECT TO
RELATED PERSON TRANSACTIONS

AMENDED - MAY 11, 2010
REAPPROVED - FEBRUARY 2011

A. Policy Statement

The Company recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Accordingly, as a general matter, it is the Company's preference to avoid Related Person Transactions. Nevertheless, the Company recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm's length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Accordingly, it is the Company's policy to enter into or ratify Related Person Transactions only when the Board of Directors, acting through the Audit Committee, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its stockholders. The Board of Directors has approved the Charter for the Audit Committee pursuant to which such Committee has the authority to review and approve all Related Person Transactions. The Audit Committee has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

B. Related Person Transactions

For the purposes of this policy, a "Related Person Transaction" is a transaction, arrangement or relationship including indebtedness or guarantees of indebtedness (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant, the amount involved equals or exceeds \$120,000, either individually or in the aggregate with all similar transactions during any calendar year, and in which any Related Person had, has or will have a direct or indirect interest, other than transactions available to all employees generally.

For purposes of this Policy, a "Related Person" means:

1. any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;

2. any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
4. any firm, corporation or other entity in which any of the foregoing persons is an executive, general partner or principal (or holds a similar control position) or in which such person has a 10% or greater beneficial ownership interest.

C. Approval and Ratification Procedures

Related Person Transactions that are identified as such prior to the consummation thereof or amendment thereto shall be consummated or amended only if the following steps are taken:

1. Prior to entering into the Related Person Transaction (a) the Related Person, (b) the director, executive officer, nominee or beneficial owner who is an immediate family member of the Related Person, or (c) the business unit or function/department leader responsible for the potential Related Person Transaction shall provide notice to the Legal Department of the facts and circumstances of the proposed Related Person Transaction, including: (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. The Legal Department will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.
2. If the Legal Department determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Audit Committee for consideration at the next Audit Committee meeting or, in those instances in which the Legal Department, in consultation with the Chief Executive Officer or the Chief Financial Officer, determines that it is not practicable or desirable for the Company to wait until the next Audit Committee meeting, to the Chair of the Audit Committee (who will possess delegated authority to act between Audit Committee meetings).
3. The Audit Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Audit Committee or the

Chair, including (if applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, stockholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. No member of the Audit Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Audit Committee (or the Chair) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Audit Committee (or the Chair) determines in good faith. The Audit Committee or Chair, as applicable, shall convey the decision to the General Counsel, who shall convey the decision to the appropriate persons within the Company.

4. The Chair of the Audit Committee shall report to the Audit Committee at the next Audit Committee meeting any approval under this policy pursuant to delegated authority.
5. No director shall participate in any discussion or approval of a Related Person transaction for which he or she is a Related Person except that the director shall provide all material information concerning the Related Person transaction to the Audit Committee.
6. In the event the Company's Chief Executive Officer, Chief Financial Officer or General Counsel becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under this policy:
 - (a) if the transaction is pending or ongoing, it will be submitted to the Audit Committee or Chair of the Audit Committee promptly, and the Audit Committee or Chair shall consider the same factors described above, and based on the conclusions reached, the Audit Committee or the Chair shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction; and
 - (b) if the transaction is completed, the Audit Committee or Chair of the Audit Committee shall evaluate the transaction, taking into account the same factors described above, to determine whether ratification, amendment or rescission of the transaction is appropriate, and shall request that the General Counsel evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Audit Committee or Chair for prior approval and whether any changes to these procedures are recommended.
7. The Audit Committee has reviewed the types of Related Person Transactions described below and has determined that each of the following Related Person

Transactions shall be deemed to be pre-approved by the Audit Committee, even if the aggregate amount involved will exceed \$120,000. In any event, any Related Person Transactions described below is not exempt from the notice requirements required by this Section C so that a determination can be made as to whether disclosure is required.

- (a) *Employment of Executive Officers.* Any employment by the Company or any of its subsidiaries of an executive officer if:
 - (i) the related compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements (generally applicable to "named executive officers"); or
 - (ii) the executive officer is not an immediate family member of another executive officer or director, and the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board of Directors approve) such compensation;
- (b) *Director compensation.* Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements;
- (c) *Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g., dividends);
- (d) *Business expenses.* Any transaction with a Related Person involving ordinary course business travel and expenses, advances and reimbursements;
- (e) *Indemnification payments.* Any transaction with a Related Person involving indemnification payments and payments under directors and officers indemnification insurance policies made pursuant to the Company's Certificate of Incorporation or By-Laws or pursuant to any policy, agreement or instrument.

D. Review of Ongoing Transactions

If a Related Person Transaction that is approved will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee on at least an annual basis, shall review

and assess ongoing relationships with the Related Person to see that they are in compliance with the Audit Committee's guidelines, and this policy and that the Related Person Transaction remains appropriate.

E. Nepotism Policy

No immediately family member of a director or member of the Senior Leadership Team of the Company shall be hired as an employee of the Company unless the employment arrangement is approved by the Audit Committee at its next meeting, or, in those instances in which the Legal Department, in consultation with the Chief Executive Officer or the Chief Financial Officer, determines that it is not practicable or desirable for the Company to wait until the next Audit Committee meeting, by the Chair of the Audit Committee. In the event a person becomes a director or executive officer of the Company and an immediate family member of such person is already an employee of the Company, no material change in the terms of employment, including compensation, may be made without the prior approval of the Audit Committee (except if the immediate family member is himself or herself an executive officer of the Company, any proposed change in the terms of employment shall be reviewed and approved in the same manner as other executive officer arrangements).

F. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations. Furthermore, all Related Person Transactions shall be disclosed to the Audit Committee and any material Related Person Transactions shall be disclosed to the full Board of Directors. The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.