

SECURITY HOLDER COMMUNICATIONS POLICY
REAPPROVED – MAY 2011

The Board of Directors (the “Board”) of Cal Dive International, Inc. (the “Company”) has adopted the following Security Holder Communications Policy to facilitate communication between shareholders of the Company and other interested parties (collectively, the “Shareholders”) and the Board.

1. Guidelines

- (a) Shareholders may communicate with the non-management members of the Board, any individual member of the Board or the entire Board by email to boardcoms@caldive.com, by fax to (713) 586-7338 or by post to:

Security Holder Communications to the Board
Attn: Assistant Corporate Secretary
Cal Dive International, Inc.
2500 CityWest Boulevard, Suite 2200
Houston, Texas 77042

- (b) All communications must include:
- (i) A statement of whether the submitter is a Shareholder and identification of the class of securities held by the submitter;
 - (ii) Disclosure as to whether the Shareholder is submitting the communication on behalf of, or in concert with, any other person or persons (including entities) and, if so, identification of such other person or persons; and
 - (iii) The name and address (email or street) of the Shareholder to facilitate a response to the Shareholder.
- (c) The following types of communications (“Inappropriate Communications”) will not be forwarded to the Board:
- (i) Spam;
 - (ii) Junk mail and mass-mailings;
 - (iii) Communications that raise grievances that are personal to the submitter other than those that raise major concerns of Company-wide significance;
 - (iv) Service complaints or inquiries other than those that raise major concerns of Company-wide significance;
 - (v) New service suggestions;

- (vi) Resumes and other forms of job inquiries;
- (vii) Surveys;
- (viii) Business solicitations and advertisements;
- (ix) Requests for donations and sponsorships;
- (x) Illegal (*e.g.*, violative of antitrust laws), frivolous or similarly inappropriate communications; and
- (xi) Any communications that do not relate to the Company's business and operations.

2. Review of the Communications by the Assistant Corporate Secretary or Designee

- (a) The Assistant Corporate Secretary or designee will review communications sent to the Board to screen out Inappropriate Communications. Communications other than Inappropriate Communications are referred to as "Qualifying Communications."
- (b) All Qualifying Communications and Inappropriate Communications shall be recorded in a log (the Log") by the Assistant Corporate Secretary or designee. The Log will include the name of the submitter, the date the communication was received and a brief statement concerning the subject matter of the communication. The Log will also indicate any action taken.
- (c) Qualifying Communications will be promptly forwarded to the addressee of the Communication, including any individual director named, or to the Chair of the relevant Board Committee or, if no relevant Board Committee can be identified, then to the Chair of the Board.
- (d) A copy of the Log shall be transmitted to the Chair of the Board on a monthly basis.
- (e) Any communication, whether it is a Qualifying Communication or an Inappropriate Communication, may be forwarded for review or action to the relevant department within the Company.
- (f) All communications will be retained by the Assistant Corporate Secretary or designee in a dedicated file and may be reviewed by the Board or any member of the Board at any time.

3. Review of Communications a Board Committee or the Chair of the Board

Once a Qualifying Communication is reviewed as described in 2c above, the reviewer will bring any relevant matter to the attention of the Board at the next regularly scheduled meeting, or, if in the opinion of the reviewer the matter requires immediate attention, the

reviewer may call a special meeting of the Board or the appropriate Committee to review the matter.

4. Acknowledgement

The submitter of a Qualifying Communication shall be promptly notified of receipt by Company of the communication. The acknowledgement will indicate that such communication will be forwarded as appropriate pursuant to this policy, but that it is not the practice of the directors to respond to each communication.

5. Amendments

This Security Holder Communications Policy may be amended from time to time with the approval of the Board.