

Oceaneering International, Inc.

Audit Committee Charter

Purpose

The Audit Committee of the Board of Directors (the “Committee”) is appointed by the Board of Directors (the “Board”) to assist the Board in its oversight of (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with applicable legal and regulatory requirements, (3) the independence, qualifications and performance of the Company’s independent registered public accounting firm, or “independent auditors,” and (4) the performance of the Company’s internal audit function. Pursuant to the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission (the “SEC”), the Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall also make regular reports to the Board and deliver any reports of the Committee that may from time to time be required by the rules of the New York Stock Exchange (the “NYSE”) or the SEC to be included in the Company’s proxy statement for its annual meeting of stockholders, the Company’s Annual Report on Form 10-K or any other filing to be made by the Company with the SEC. The Committee shall have and may exercise all the powers of the Board, except as may be prohibited by law, with respect to all matters encompassed by this Charter, and all the power and authority required under the Sarbanes-Oxley Act of 2002.

The Committee’s principal responsibility is one of oversight. The Company’s management is responsible for preparing the Company’s financial statements and the Company’s independent auditors are responsible for auditing and reviewing those financial statements. 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 are complete and accurate and have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). It is also not the duty of the Committee to resolve any disagreements between management and the independent auditors or to assure compliance with laws and regulations and the Company’s Code of Business Conduct and Ethics.

Membership and Meetings

The Committee shall consist of not less than three members of the Board, each of whom shall serve at the discretion of the Board. The members of the Committee shall be appointed by the Board and serve until their successors are duly elected and qualified, or until their earlier death, resignation or removal. The Board shall have the authority at any time to remove one or more members of the Committee. The Board shall designate a chairman of the Committee (the “Chairman”). If not so designated by the Board, the Chairman shall be designated by the members of the Committee. The members of the Committee shall meet the applicable independence, expertise, financial literacy and experience requirements of the NYSE, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”),

and the applicable rules and regulations of the SEC. At least one member of the Committee shall be an “audit committee financial expert” as defined by Item 407(d)(5) of Regulation S-K promulgated by the SEC. No member of the Committee shall simultaneously serve on the audit committees of more than two other public companies. Except in any such member’s capacity as a member of the Committee, the Board, or any other Board committee, no member shall accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof.

The Committee will meet as often as the members shall determine to be necessary or appropriate, but at least four times during each year. The Chairman shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. In addition, the Committee shall make itself available to the independent auditors and the internal auditors of the Company as requested. The Committee may meet by teleconference and may take action by unanimous written consent or electronic transmission (including e-mail) as permitted by and in accordance with Delaware law and the Amended and Restated Bylaws of the Company (the “Bylaws”). A majority of the Committee members shall constitute a quorum. All matters shall be decided by the affirmative vote of a majority of the Committee membership present in person or via teleconference at a meeting duly called and held. The Committee shall cause to be kept adequate written minutes of all its proceedings. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as may be necessary or desirable and not inconsistent with the provisions of the Bylaws or this Charter.

Authority and Responsibilities

The independent auditors of the Company are ultimately accountable to the Board and the Committee, as opposed to executive management of the Company. The Committee shall have the sole authority to appoint and, where appropriate, replace the Company’s independent auditors and to approve all audit engagement fees and terms. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee.

Prior to the initial engagement of any public accounting firm as the Company’s independent auditors, the Committee shall obtain and review a written report from such independent auditors regarding all relationships between such independent auditors or their affiliates (as defined by the Public Company Accounting Oversight Board (the “PCAOB”)) and the Company or persons in a financial reporting oversight role, including all matters set forth in PCAOB Rule 3526. The Committee shall discuss such report and the potential effects of such relationships with the independent auditors before their initial engagement. The substance of such discussion shall be documented in writing.

The Committee shall preapprove all audit, review or attest engagements and permissible non-audit services, including the fees and terms thereof, to be performed by the independent auditors, subject to, and in compliance with, the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act and the applicable rules and regulations of the SEC.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permissible non-audit services. Any decisions of such subcommittee to grant preapprovals shall be reported to the full Committee at its next scheduled meeting.

The Committee shall:

1. Review and discuss with management and the independent auditors, on an annual basis, the annual audited financial statements (including the related footnotes) and the disclosures to be made in management's discussion and analysis of financial condition and results of operations in the Company's Annual Report on Form 10-K.
2. Make a recommendation to the Board each year as to whether the Company's annual audited financial statements for the immediately preceding fiscal year and accompanying notes should be included in the Company's Annual Report on Form 10-K for such fiscal year.
3. Approve the audit committee report as required by the SEC to be included in the Company's proxy statement for its annual meeting of stockholders (or in the Company's Annual Report on Form 10-K if required to be included therein).
4. Review, on a quarterly basis, the Company's quarterly financial statements (including the related footnotes) and disclosures to be made in management's discussion and analysis of financial condition and results of operations, prior to the filing of the Company's Quarterly Reports on Form 10-Q for such fiscal quarter, including any matters provided in Statement on Auditing Standards No. 100 arising in connection with the Company's quarterly financial statements; provided, however, that the Committee may delegate to the Chairman any final review of the Company's Quarterly Reports on Form 10-Q that the Chairman deems necessary between the completion of the Committee's review and the filing with the SEC.
5. Review and discuss with management and the independent auditors:
 - a. Major issues and judgments (i) regarding accounting principles and financial statement presentations or (ii) otherwise made in connection with the preparation of the Company's financial statements, including any significant changes in the selection or application of accounting principles, any major issues concerning the adequacy of the Company's internal controls, any special audit steps adopted in light of material control

deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

- b. Analyses prepared by management and/or the independent auditors setting forth significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative methods of GAAP on the financial statements.
6. Review and discuss with management and the independent auditor management's annual report on internal control over financial reporting prior to the filing of the Company's Annual Report on Form 10-K.
7. Review and discuss annual reports from the independent auditors on:
 - a. All critical accounting policies and practices to be used by the Company.
 - b. All alternative treatments of financial information within GAAP that have been discussed with management, including (1) ramifications of the use of such alternative disclosures and treatments and (2) the treatment preferred by the independent auditors.
 - c. Other material written communications between the independent auditors and management, such as any management letter provided by the independent auditors and management's response to that letter, any management representation letter, any reports on observations and recommendations on internal controls, any schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any, and any engagement or independence letters.
8. Review with management the Company's earnings press releases, including the use of any "non-GAAP financial measures," as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (covering, for example, the types of information to be disclosed and the types of presentation to be made).
9. Review with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
10. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company's policies and guidelines concerning risk assessment and risk management.
11. Discuss with the independent auditors and management the matters required to be communicated by the independent auditors pursuant to the applicable Statements on Auditing Standards relating to the conduct of the audit, including any problems

or difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, any significant disagreements with management and the quality of the Company's accounting principles and underlying estimates.

12. Review with management (including the Chief Financial Officer and Chief Information Officer) and the independent auditors the Company's internal control system, including audit and financial controls and information technology security and controls.
13. Review the disclosures that the Company's Chief Executive Officer and Chief Financial Officer make to the Committee and the independent auditors in connection with the certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q concerning any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and any fraud that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
14. Review and evaluate the capabilities and performance of the lead partner of the independent auditors.
15. Receive from, and discuss with, the independent auditors the annual written disclosures from the independent auditors required by applicable requirements of the PCAOB, including PCAOB Rule 3526, (1) delineating all relationships between the auditors or their affiliates and the Company and (2) affirming the auditors' independence as of the date of the written statement. At least annually, obtain and review a report by the independent auditors describing (i) the independent auditors' internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, 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, and any steps taken to deal with any such issues. Evaluate the independent auditors' qualifications, performance and independence, including considering whether the independent auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent auditors' independence. In making this evaluation, the Committee shall take into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditors to the full Board.
16. Confirm the regular rotation of the audit partners as required by applicable law. Consider whether there should be regular rotation of the independent auditing firm.

17. Establish hiring policies for the Company's employment of the independent auditors' personnel or former personnel, including those who participated in any capacity in the audit of the Company.
18. Review with the independent auditors any communication or consultation between the Company's audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement.
19. Meet with the independent auditors prior to the audit to review the planning and staffing of the audit.
20. Periodically review and reassess the adequacy of, and approve any modifications to, the Company's internal audit charter, which shall reflect the Committee's functional oversight of the Company's internal audit function.
21. Review and approve any decision relating to the appointment, removal or replacement of the Company's senior internal auditor.
22. At least annually, review with management, the independent auditors and the senior internal auditor the responsibilities, authority, internal reporting lines, budget, organizational structure and staffing and other resources of the internal auditors, approve each such budget (and any significant modification to any such budget) and review and approve the planned scope of the annual internal audit activities, any significant changes in such scope and any significant restrictions or limitations thereon, to ensure that there are no unjustified restrictions or limitations on such activities. In addition, the Committee shall receive from the senior internal auditor direct, periodic reports regarding the matters within his or her authority. The internal audit function (which may be outsourced to a third-party provider other than the independent auditor) is intended to provide management and the Committee with ongoing assessments of the Company's risk management processes and system of internal controls. Accordingly, in accordance with item 33 below, the Committee shall also meet, from time to time, separately with management, the senior internal auditor and the independent auditors to review the effectiveness of the internal audit function (including its conformity with (1) the definition of "Internal Auditing" adopted by the Institute of Internal Auditors (the "IIA"), (2) the Company's Code of Business Conduct and Ethics and (3) the IIA's International Standards of Professional Practice of Internal Auditing) and discuss any issues relating to the internal audit function which warrant attention by the Committee.
23. At least annually, review the results of the internal audit process with management, the independent auditor and the senior internal auditor, including significant findings, management's responses thereto, and the status of corrective actions or implementation of recommendations.
24. At least annually, evaluate the qualifications and performance of the internal audit function and the senior internal auditor, relative to the planned scope and budget

for the internal audit activities for the most-recently completed year, and review and approve any decisions made with respect to the compensation of the senior internal auditor.

25. Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated.
26. Make inquiries of management, the Company's senior internal auditor and the independent auditors as to their knowledge whether the Company and its subsidiary and affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics.
27. 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.
28. Establish and review 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 the Company of concerns regarding questionable accounting or auditing matters.
29. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
30. Review with the Company's General Counsel legal matters that may have a material impact on the Company's financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
31. Ensure that the Company provides the NYSE with all applicable written affirmations, including those relating to the composition of the Committee and the financial literacy of Committee members.
32. In its discretion, conduct or authorize investigations into matters within its scope of responsibility.
33. Meet periodically with management (including the Chief Financial Officer and the General Counsel), the senior internal auditor and the independent auditors in separate sessions and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.
34. Make regular reports to the Board.

In addition to the activities described above, the Committee shall perform such other functions the Committee or the Board deems necessary or appropriate under applicable law, including those set forth in the Company's Corporate Governance Guidelines.

The Committee shall have the authority to retain and obtain advice and assistance from current or independent legal, accounting or other advisors without seeking approval of the Board. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, compensation to any advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Miscellaneous

The Committee shall annually evaluate its own performance and assess the effectiveness of the Committee and report to the Board on such evaluation. The Committee shall also review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval. The duties and responsibilities of a member of the Committee are in addition to those duties generally pertaining to a member of the Board.

Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws.