SEACOR MARINE

Related Party Transaction Policy

Adopted by the Board of Directors

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1. Purpose

The Board of Directors (the "Board") of SEACOR Marine Holdings Inc. (the "Company") recognizes that certain transactions present a risk of conflicts of interest or the perception thereof. The Board has determined that the Audit Committee of the Board (the "Audit Committee") is best suited to review and approve all Related Transactions with Related Parties, as those terms are defined in this Related Party Transaction Policy (this "Policy"). Therefore, the Audit Committee has adopted this Policy to ensure that all Related Transactions with Related Parties shall be subject to review and approval in accordance with the procedures set forth below.

2. Procedures

Prior to the entry of any potential Related Transaction, such transaction shall be reported to the Company's Corporate Secretary who will undertake an appropriate evaluation to determine if the counterparty in the transaction meets the definition of a Related Party. If that evaluation indicates that the Related Transaction would require the Audit Committee's approval, the Corporate Secretary will report the Related Transaction, together with a summary of material facts, to the Audit Committee. The Audit Committee shall review the material facts of the Related Transaction and either approve or disapprove subject to the exceptions described below. In determining whether to approve or disapprove a Related Transaction, the Audit Committee will consider whether there is a relationship that offers the potential for: (i) transactions at less than arm's-length; (ii) favorable treatment; or (iii) the ability to influence the outcome of events differently from that which might result in the absence of that relationship.

In the event the Company's Chief Executive Officer, Chief Financial Officer or Corporate Secretary becomes aware of a Related Transaction that was not previously approved under this Policy, such person shall promptly notify the Chair of the Audit Committee, and the Audit Committee or, if not practicable for the Company to wait for the entire Audit Committee to consider the matter, the Chair of the Audit Committee shall consider whether the Related Transaction shall be ratified or rescinded or other action should be taken. The Chair of the Audit Committee shall report to the Audit Committee at the next Audit Committee meeting any actions taken under this policy pursuant to the authority delegated in this paragraph.

The Audit Committee has reviewed the Related Transactions described below in "Standing Pre-Approval for Certain Related Transactions" and determined that each of the Related Transactions described therein shall be deemed to be pre-approved or ratified, as applicable, by the Audit

Committee under the terms of this Policy, unless specifically determined otherwise by the Audit Committee.

No director shall participate in any discussion or approval of a Related Transaction for which he or she is a Related Party, except that the director shall provide all material information concerning the Related Transaction to the Audit Committee.

If a Related Transaction is ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Additionally, if there are any changes in the substance or nature of ongoing Related Transactions, the Audit Committee, on at least an annual basis, shall review and assess the ongoing relationships with the respective Related Parties to ensure that they are still in compliance with the Audit Committee's guidelines and that the Related Transactions remain appropriate.

3. Definitions

A "Related Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships that exceeds the thresholds for disclosure established under Item 404(a) of Regulation S-K ("Item 404(a)") promulgated by the Securities and Exchange Commission (the "SEC"), in which the Company or any of its subsidiaries is a participant, and any Related Party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than ten percent beneficial owner of another entity).

A "Related Party" is any person who is or was (since the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if that person does not presently serve in that role):

- an affiliate of the Company – a party that, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with the Company;
- an investee of the Company accounted for under the equity method;
- a trust for the benefit of employees that is managed by or under the trusteeship of management;
- a principal owner – an owner of record or known beneficial owner of more than 5% of the voting interest of the Company;

- management –members of management of the Company include the members of the Board and the executive officers of the Company (such as the chief executive officer, chief financial officer, chief accounting officer and general counsel) and any other person referred to in Item 404(a). If a director or member of management is also a director of another entity, the entities are considered related when they are both under the control or significant influence of that individual;

- an immediate family member of a principal owner or a member of management – any family member, including spouses, brothers, sisters, parents, children and spouses of these persons who might control or influence a principal owner or member of management or who might be controlled or influenced by a principal owner or member of management because of a family relationship; or

- other parties with which the Company may deal if one party can control or significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The ability to exercise significant influence may be indicated in several ways, such as representation on the Board, participating in policy-making processes, material inter-company transactions, interchange of managerial personnel, or technology dependency.

4. Standards for Review

A Related Transaction reviewed under this Policy will be considered approved or ratified if it is authorized by the Audit Committee or Chair of the Audit Committee, as applicable, in accordance with the standards set forth in this Policy after full disclosure of the Related Party's interests in the Related Transaction. As appropriate for the circumstances, the Audit Committee or the Chair of the Audit Committee, as applicable, shall review and consider:

- the Related Party's relationship to the Company and interest in the Related Transaction;

- the approximate dollar value of the Related Transaction;

- the approximate dollar value of the amount of the Related Party's interest in the Related Transaction;

- whether the Related Transaction was undertaken in the ordinary course of business of the Company;

- whether the Related Transaction is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company, of the Related Transaction;
- required public disclosures, if any; and
- any other information regarding the Related Transaction or the Related Party in the context of the proposed Related Transaction that would be material to investors in light of the particular circumstances.

The Audit Committee will review all relevant information available to it regarding a Related Transaction. The Audit Committee, or Chair of the Audit Committee, as applicable, may approve or ratify a Related Transaction only if the Audit Committee, or Chair of the Audit Committee, as applicable, determines in good faith, under all of the circumstances, the Related Transaction is fair as to the Company. The Audit Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Transaction.

The Company has a history of developing business relationships with third parties and forming joint ventures ("JVs") in which the Company does not have a controlling position. The financial results of these JVs are accounted for as Investments, at Equity, and Advances to 50% or Less Owned Companies and will be disclosed in the Company's annual and quarterly filings to the SEC on Forms 10-K and 10-Q. Generally, transactions between the Company and its JVs are excluded from this Related Party Transaction Policy as their terms are negotiated by management with the JV partners in a manner similar to other third-party transactions and subject to approval controls similar to third parties. However, on a case-by-case basis, the Audit Committee will designate a specific JV as a related party that is subject to the required approval process of this Related Party Transaction Policy if any third-party member of the JV includes either a member of management of the Company or immediate family, as defined. The ownership composition of each JV and the identity of each third-party member will be considered by the Audit Committee in determining such designation.

The approval or ratification of a Related Transaction pursuant to this Policy does not necessarily imply that such Related Transaction is required to be disclosed under Item 404(a) of Regulation S-K.

5. Standing Pre-Approval for Certain Related Transactions

The Audit Committee has reviewed the types of Related Transactions described below and determined that each of the following Related Transactions shall be deemed to be pre-approved by the Audit Committee.

(1) Employment of executive officers. Any employment by the Company of an executive officer of the Company or any of its subsidiaries if the compensation is approved (or recommended to the Board for approval) by the Compensation Committee of the Board.

(2) Director compensation. Any compensation paid to a director if the compensation is consistent with the Company's director compensation policies and is required to be reported in the Company's proxy statement under Item 402 of Regulation S-K.

(3) Transactions where all stockholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of the Company's common stock, $0.01 par value per share ("Common Stock") and all holders of the Company's Common Stock received the same benefit on a pro rata basis (e.g., dividends).

6. Disclosure

All Related Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Act of 1934, as amended, and related rules and regulations (including Item 404(a)), and U.S. generally accepted accounting principles shall be so disclosed in accordance with such laws, rules, regulations and principles.

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.