

**HELIX ENERGY SOLUTIONS GROUP, INC.
CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER**

ADOPTED BY THE BOARD OF DIRECTORS

Purpose

This charter governs the operations of the Corporate Governance and Nominating Committee of Helix Energy Solutions Group, Inc. (the “Company”). The goal of the Corporate Governance and Nominating Committee (the “Committee”) of the Company is to take the leadership role in shaping the corporate governance and business standards of the Company’s Board of Directors (the “Board”) and the Company.

Composition

Annually, the Committee shall recommend and the Board shall appoint at least three members to the Committee, one of whom shall be designated by the Board to be Chair. The members of the Committee shall each be a member of the Board and meet the independence standards adopted by the Board in compliance with the NYSE listing standards and applicable laws and regulations. The members of the Committee may be removed and replaced by a majority vote of the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. 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 action of the Committee.

Committee Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or appropriate 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:

1. Establish processes and criteria (such criteria to be approved by the Board) to identify and evaluate potential director nominees, including policies regarding recommendations of director nominees by shareholders and procedures to be followed by shareholders in submitting such recommendations.
2. Identify individuals qualified to become Board members.
3. Select or recommend to the Board the director nominees on an annual basis and when it otherwise becomes necessary or appropriate to identify director nominees.

4. Review and make recommendations to the Board regarding the independence of Board members and potential director nominees.
5. Recommend to the Board the number and term of members of the Board.
6. Recommend to the Board the members for each of the committees of the Board.
7. Recommend to the Board the number and term of members for each committee of the Board, subject to the requirements of the committee charters.
8. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
9. Monitor and recommend the functions of the committees of the Board.
10. Develop and recommend to the Board the corporate governance principles for the Company, including standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
11. Periodically review and recommend to the Board appropriate Board leadership structure.
12. Periodically review and revise the corporate governance guidelines of the Company.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. Oversee and review the annual evaluation of the Board, Board committees, and the management of the Company.
15. Review with the Board the annual performance of the Board and Board committees, including the performance of the Corporate Governance and Nominating Committee.
16. In its sole authority and discretion, retain and terminate any search firm to be used to identify director candidates and exercise sole authority to approve the search firm's fees and other retention terms.
17. Oversee director orientation and education regarding the Company's business, structure, management and director responsibilities, as well as emerging governance issues and trends.
18. Review and make recommendations to the Board regarding notifications made to the Committee by directors concerning service on other boards or any material change in employment or other circumstances.
19. Obtain advice and assistance from internal or external legal, accounting and/or other advisors.
20. Form and delegate authority to subcommittees when appropriate.

21. Give appropriate consideration to shareholder concerns and proposals regarding corporate governance matters concerning the Board, and provide input for any Company response to such concerns or proposals.