

SEACOR Holdings Inc.
AUDIT COMMITTEE

**PROCEDURES FOR ADDRESSING COMPLAINTS
ABOUT ACCOUNTING AND AUDITING MATTERS**

The Audit Committee (the "Audit Committee") of the Board of Directors of SEACOR Holdings Inc. (together with its subsidiaries and other affiliates, the "Company") has established the following Procedures for Addressing Complaints About Accounting and Auditing Matters (the "Procedures") to receive, retain, investigate and act on complaints and concerns of employees, shareholders and others regarding accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls or complaints regarding violations of the Company's accounting policies ("Accounting Complaints"). The Audit Committee also intends that these procedures be available to employees who wish to raise concerns on a confidential basis regarding actual or potential breaches of the Company's Supplemental Code of Ethics for the Executive Chairman, CEO and Senior Financial Officers ("Ethics Complaints").

The Audit Committee may delegate any of the responsibilities described in these Procedures to the Chairman of the Audit Committee or to a subcommittee of the Audit Committee.

**I. Procedures for Receiving and Investigating Accounting and Auditing Complaints
and Ethics Complaints**

- A. The General Counsel is authorized to receive and investigate Accounting Complaints and Ethics Complaints. In this capacity the General Counsel provides counsel to, and acts under the authority of, the Audit Committee.
- B. Accounting Complaints and Ethics Complaints may be made to the General Counsel as follows:
- via internet based reporting tool, including [ethicspoint](#), on an anonymous and confidential basis, or
 - via a toll-free hotline 1-866-384-4277, available on an anonymous and confidential basis.
- C. Accounting Complaints and Ethics Complaints may also be made directly to the Chairman of the Audit Committee via the same internet based reporting tool and toll free hotline used to contact General Counsel, available on an anonymous and confidential basis.

The Chairman may, in his or her discretion, return the Accounting Complaint or Ethics Complaint to the General Counsel for docketing and investigation in accordance with paragraphs D - F below, or retain the matter for investigation by the Audit Committee in accordance with paragraph H below. Ordinarily the

practice of the Chairman will be to return Accounting Complaints to the General Counsel for investigation.

- D. The General Counsel will prepare a written docket (the "Docket") of all Accounting Complaints (and Ethics Complaints) summarizing in reasonable detail for each complaint: the nature of the complaint (including any specific allegations made and the persons involved); the date of receipt of the complaint; the current status of any investigation into the complaint; and any final resolution of the complaint. The General Counsel will distribute an update of the Docket, highlighting recent developments in reasonable detail, to the Chairman of the Audit Committee (and, if the Chairman so directs, to the full Audit Committee) in advance of each regularly scheduled meeting thereof (other than meetings convened principally to review the Company's periodic reports under the Securities Exchange Act of 1934).
- E. In the event an Accounting Complaint (or Ethics Complaint) involves or implicates the General Counsel, the General Counsel will promptly recuse himself from the investigation and inform the Audit Committee in writing. The Audit Committee will thereafter promptly appoint impartial attorneys to investigate the Accounting Complaint. The impartial attorneys will conduct an investigation of the Accounting Complaint and report their conclusion to the Audit Committee consistent with this policy. If Ethics Complaints are also covered, provide for joint administration by the Audit and Nominating and Corporate Governance Committees.
- F. Promptly upon receipt, the General Counsel will evaluate whether a complaint constitutes an Accounting Complaint. If the General Counsel determines that a complaint is an Accounting Complaint, he will thereafter promptly investigate the Accounting Complaint and report the results of his investigation, in writing, to the Audit Committee (an "Investigation Report"). Investigation Reports will be prepared in reasonable detail and shall be in addition to the information provided to the Audit Committee on the Docket. Such reports will describe the Accounting Complaint, the steps taken in the investigation, any factual findings, and the recommendations for corrective action, if any. The General Counsel will be free in his discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results. The General Counsel may delegate investigatory responsibility to one or more persons, including persons who are not employees of the Company. All investigations will be conducted in a confidential manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law. The General Counsel or his designees may, if they deem it reasonably necessary, require the assistance of the Chief Financial Officer, the Controller, any of their staffs, or any other employees of the Company in investigating and resolving any Accounting Complaint. The parameters of any investigation will be determined by the General Counsel or his designee in their discretion and the Company and its employees will cooperate as necessary in connection with any such investigation.

- G. The Audit Committee will review the Docket and any written investigation reports submitted by the General Counsel. The Audit Committee will have the authority to direct that the appropriate corrective action be taken by the Company in response to any particular Accounting Complaint (and/or Ethics Complaint, with the Nominating and Corporate Governance Committee). The Audit Committee may, in its discretion, consult with any member of the Company's management who may have appropriate expertise to assist in the evaluation of the Accounting Complaint. The Audit Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the evaluation of any results of any investigation into an Accounting Complaint, and the Company will pay all fees of such auditors, counsel and experts.
- H. At any time the Audit Committee may, in its discretion, determine that it, and not the General Counsel, should initiate and/or assume the investigation of any Accounting Complaint. In this case, the Audit Committee will promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation of any Accounting Complaint (and/or Ethics Complaint, with the Nominating and Corporate Governance Committee) and in the analysis of results, and the Company will pay all fees of such auditors, counsel and experts. In determining that it, and not the General Counsel, should investigate any Accounting Complaint, the Audit Committee may consider such matters as the identity of the alleged wrongdoer, the severity and scope of the alleged wrongdoing, the credibility of the allegations made, whether the allegations are mirrored in press, investor or analyst complaints, and any other factors that are appropriate under the circumstances. Nothing in this section shall require the General Counsel to delay the commencement of an investigation into an Accounting Complaint until the next scheduled meeting of the Audit Committee.

II. Protection of “Whistleblowers”

Consistent with the policies of the Company, the Audit Committee, the General Counsel and the Company's management will not retaliate or attempt to retaliate, and will not tolerate any retaliation or attempted retaliation by any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Complaint or provides assistance to the Audit Committee, the General Counsel or the Company's management or any other person or group, including any governmental, regulatory or law enforcement body, investigating or otherwise helping to resolve an Accounting Complaint.

III. Confidential and Anonymous Reports by Employees

Employees of the Company are expressly authorized to make Accounting Complaints using the procedures described in Section I.B. on a confidential and anonymous basis. All Accounting Complaints received from employees will be treated confidentially and anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

IV. Records; Attorney-Client Privilege

The General Counsel will retain on a strictly confidential basis for a period of five years (or otherwise as required under the Company's record retention policies in effect from time to time) all records relating to any Accounting Complaint and to the investigation and resolution thereof. All such records are confidential to the Company and are protected by attorney-client privilege and/or the attorney work product doctrine. Such records will be considered privileged and confidential.

V. Publication of Procedures

The Company will cause these procedures to be communicated to all employees and posted externally on the Company's corporate website. Publication to include an "all employee" email from a member of senior management.

(Revised November 14, 2013)