

Global Industries, Ltd.

Corporate Governance Guidelines

Our management and Board of Directors remain committed to conducting business consistent with good corporate governance practices.

Upon recommendation of the Nominating & Governance Committee, the full Board adopted, these "Global Industries, Ltd. Corporate Governance Guidelines." These guidelines will be amended for consistency with new legislative and regulatory developments. The guidelines are being posted on our website and published in our proxy in order to inform stockholders of the Board's current thinking with respect to selected corporate governance issues. The Board will continue to assess the appropriateness and effectiveness of the guidelines, and it is likely that changes to the guidelines will be considered from time to time.

All corporate authority resides in the Board as the representative of the stockholders. Authority is delegated to management by the Board in order to implement the Company's mission. Such delegated authority includes the authorization of spending limits and the authority to hire employees and terminate their services. The Board retains responsibility to recommend candidates to the stockholders for election to the Board. The Board retains responsibility for selection and evaluation of the Chief Executive Officer, oversight of the succession plan, determination of senior management compensation, assurance of adequate systems, procedures and controls, as well as assisting in the preparation and approval of the strategic plan. Additionally, the Board provides advice and counsel to senior management.

Directors

Personal Characteristics & Core Competencies of Directors

Individual directors should possess all of the following personal characteristics:

Creativity - Success in the Company's business will ultimately go to the participants who adapt quickly to changing environments and implement creative solutions to the significant challenges faced by industry participants. Board members should possess the creative talents needed to augment those of management.

Financial Literacy - One of the important roles of the Board is to monitor the Company's financial performance. Board members should be financially literate. Directors should know how to read a balance sheet, income statement and, cash flow statement, and understand the use of financial ratios and other indices for evaluating Company performance.

High Performance Standards - In today's highly competitive world, only companies capable of performing at the highest levels are likely to prosper. Board members should have a history of achievements that reflect high standards for themselves and others.

Informed Judgment - Board members should have the ability to provide wise, thoughtful counsel on a broad range of issues. Directors should possess high intelligence and wisdom and apply it in decision making.

Integrity and Accountability - Character is the primary consideration in evaluating any Board member. Directors should demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on and remain accountable for their boardroom decisions.

Mature Confidence - The Board functions best when directors value Board and team performance over individual performance. Openness to other opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Board members should approach others assertively, responsibly and supportively and raise tough questions in a manner that encourages open discussion.

Passion - Directors should be passionate about the performance of the Company, both in absolute terms and relative to its peers. That passion should manifest itself in engaged debate about the future of the Company and an esprit de corps among the Board that both challenges and inspires the Company's employees.

Core Competencies of the Board as a Whole

To adequately fulfill the Board's complex roles, from overseeing the audit and monitoring managerial performance to responding to crises and approving the Company's strategic plan, a host of core competencies need to be represented on the Board. The Board as a whole should possess the following core competencies, with each member contributing knowledge, experience and skills in one or more domains.

Accounting and Finance - Among the most important missions of the Board is ensuring that stockholder value is both enhanced through corporate performance and protected through adequate internal financial controls. The Board should have one or more directors with specific expertise in financial accounting.

Business Judgment - Stockholders rely on directors to make sensible choices on their behalf. The majority of directors should have a record of making good business decisions in the corporate or public sector.

Crisis Response - Organizations inevitably experience both short and long-term crises. The ability to deal with crises can minimize ramifications and limit negative impact on the Company performance. Our Board should have one or more directors who have the ability and time to perform during periods of both short-term and prolonged crises.

Industry Knowledge - Companies continually face new opportunities and threats that are unique to their industries. The Board should have one or more members with appropriate and relevant industry-specific knowledge.

International Markets - To succeed in an increasingly global economy, the Board should have one or more directors who appreciate the importance of global business and who have first-hand knowledge of international business dealing with various cultures.

Leadership - Ultimately, a company's performance will be determined by the directors' and Chief Executive Officer's ability to attract, motivate, and energize a high-performance leadership team. The Board should have one or more directors who understand and possess empowerment skills and have a history of motivating high-performing talent.

Management - To monitor corporate management, the Board needs to understand management trends in general and industry trends in particular. The Board should have one or more directors who understand general management "best practices" and their application in complex, rapidly evolving business environments.

Strategy & Vision - A key Board role is to approve and monitor Company strategy to ensure the Company's continued high performance. The Board should have one or more directors with the skills and capacity to provide strategic insight and direction by encouraging innovation, conceptualizing key trends, evaluating strategic decisions, and continuously challenging the organization to sharpen its vision.

Changes in Professional Responsibility

The Board should consider whether a change in individual professional responsibilities directly or indirectly impacts that person's ability to fulfill directorship obligations. To facilitate the Board's consideration, the Board requires that a Chief Executive Officer and other inside directors submit for consideration by the Board a resignation as a matter of course upon retirement or resignation. All directors should submit for consideration by the Board a resignation as a matter of course upon retirement or termination of their primary professional engagement. If the Board believes that a director will continue to make a contribution to the organization, the continued membership of that director will be supported.

Identification and Recruitment of Board Members

One of the tasks of the Nominating & Governance Committee is to identify and recruit candidates to serve on the Board of Directors. A list of candidates shall be presented to the Board for nomination and to the stockholders for consideration. The committee may at its discretion seek third-party resources to assist in the process. The Chief Executive Officer may be included in the process on a non-voting basis. The Nominating & Governance Committee will make the final recommendation to the Board.

Independent Directors

A substantial majority of the Board of Directors shall be independent. An independent director must meet the independence requirements of the NASDAQ Stock Exchange and Securities and Exchange Commission.

The Nominating & Governance Committee shall annually review and inform the Board of their determination of the independence of each director.

Outside Directorships

The Chief Executive Officer and senior management should limit outside directorships to no more than three; non-employee directors who are employed on a full-time basis should limit other directorships to three or four and those that are retired executives should limit other directorships to five or six.

Lead Director

The Nominating and Governance Committee shall recommend and the Board shall appoint a Lead Director annually. The Lead Director must be an independent director but may also be the Chairman of the Board during a transition period. The Lead Director may periodically schedule or conduct separate meetings or Executive Session of the independent directors, perform an annual performance review of the Chief Executive Officer and perform various other duties. The Lead Director shall be a member of the Nominating & Governance Committee.

Meeting Participation

Directors are expected to attend all Board and committee meetings in person, by proxy or by phone. Directors shall be prepared by reviewing in advance all materials and be present at the meeting in person, by proxy or by phone until its adjournment.

Compensation of Directors

In order to align the interests of directors and stockholders, non-employee directors will be compensated in the form of cash and Company equity, with equity constituting a substantial portion of the total. The exact amount and type of compensation of non-employee directors will be set by the Compensation Committee of the Board.

Direct Investment in the Company Stock by Directors

Since a significant ownership stake leads to a stronger alignment of interests between directors and stockholders, each director is required to personally invest at least three times their annual cash compensation as a director within three years of becoming a director. Exceptions to this requirement may only be made by the Board under compelling mitigating circumstances

Service Limitations of Directors

In order to replenish the Board with fresh approaches to managing the Company, the maximum Board tenure shall be 20 years.

A Board member may not stand for reelection after age 75, but need not resign until the end of his or her term.

The Board may support the continuing participation of a director with a service limitation if it is found to be in the best interest of the Company.

Board Organization

Board Size

In general, smaller boards are more cohesive, work better together and tend to be more effective monitors than larger boards. Therefore, the Board shall be composed of six to twelve members. However, in order to accommodate the availability of an outstanding candidate the number of positions on the Board may be expanded beyond twelve.

Committee Structure

It is the general policy of the Company that all major decisions will be considered by the Board as a whole. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of the Company as a publicly owned entity. Standing committees shall include Audit, Compensation, and Nominating & Governance. All of the committees shall be composed solely of independent directors. The Lead Director shall be a member of the Nominating & Governance Committee. The Board may form other committees as it determines appropriate.

Chairperson

The Board believes that the Company is best served by unifying the positions of Chairman and Chief Executive Officer. This structure provides a single leader with a single vision for the Company and results in a more effective organization. However, in a transition period the Board may separate the Chairman and Chief Executive Officer position.

Board Operations

Board Access to Senior Management

Board members have full access to senior management and to information about the Company's operations. Except in unusual circumstances, the Chief Executive Officer should be advised of significant contacts with senior management.

Board Ability to Retain Advisors

The Board or any committee thereof shall have full authority to retain such advisors as it believes to be appropriate. If management is retaining advisors to assist the Board or any committee thereof, such decision must be ratified by the Board or such committee. Individual directors should not retain their own advisors except in exceptional circumstances.

Material in Advance of Meetings

The Board must be given sufficient information to fully exercise its governance functions. This information comes from a variety of sources, including management reports, a comparison of performance to plans, security analysts' reports, articles in various business publications, etc. Generally, Board members will receive information prior to Board meetings so they will have an opportunity to reflect properly on the items to be considered at the meeting.

The Board will ensure that adequate time is provided for full discussion of important items and that management presentations are scheduled in a manner that permits a substantial proportion of Board meeting time to be available for open discussion.

Executive Session

Time will be allotted at the end of each regularly scheduled Board meeting for an executive session involving only the independent directors. The Lead Director shall preside at the executive sessions.

Selection and Evaluation of Chief Executive Officer

The selection and evaluation of the Chief Executive Officer and concurrence with the Chief Executive Officer's selection and evaluation of the Company's top management team are among the most important functions of the Board. In its broader sense, "selection and evaluation" includes considering compensation, planning for succession and, when appropriate, replacing the Chief Executive Officer or other members of the top management team. The performance of the Chief Executive Officer will be reviewed at least annually without the presence of the Chief Executive Officer or other inside directors. The Board should have an understanding with the Chief Executive Officer with respect to criteria on which he or she will be evaluated, and the results of the evaluation will be communicated to the Chief Executive Officer by the Lead Director.

Management Development

The Chief Executive Officer will report to the Board on the Company's program for management development.

Succession Plan

Chief Executive Officer succession is a board-driven, collaborative process. Although the current Chief Executive Officer has an important role to play, the Board shall develop its own plan for succession while collaborating with the Chief Executive Officer in deciding the timing and the necessary qualifications for making a final decision.

Performance Evaluation

The Nominating & Governance Committee shall perform an annual evaluation of the committee's performance and shall oversee the evaluation of the Board and executive management.

Outside Contacts

The Board believes that management speaks for the Company. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the chairman; however, this does not preclude directors, in the exercise of their fiduciary duties and subject to confidentiality constraints, from communicating with stockholders or others.

Shareholder Rights

Annual Election of Directors

In order to create greater alignment between the Board's and our stockholder's interests and to promote greater accountability to the shareholders, directors should be elected annually.