

Global Industries, Ltd.

Technical, Safety, Health & Environment Committee Charter

The Board of Directors of the Company has established the Technical, Safety, Health & Environment Committee of the Board whose activities shall be governed by this Charter.

1. Purpose

The Committee's function is to assist the Board in fulfilling its oversight responsibilities with respect to the Company's technical, safety, health and environment affairs and policies.

2. Composition

The Committee shall consist of at least two members, all of whom must be members of the Board.

Committee members shall be appointed by the Board based on the recommendations of the Company's Nominating & Governance Committee. The chairperson of the Committee shall be the member so designated by the Board or if no such designation is made, shall be selected from its members by affirmative vote of the majority of Committee. Committee members may be removed or replaced at any time by the Board.

3. Authority and Responsibilities

The Committee may form and delegate authority to the Chairperson of the Committee or subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of agreements and terms, provided that the decisions of the Chairperson or such subcommittee to grant pre-approvals shall thereafter be presented to the full Committee.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent technical, safety, environmental, legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

The Committee shall have access to such Company resources as are necessary to carry out its charter authority.

The Committee should remain flexible in order to react to changing conditions and enable the Committee to assist the Board with focusing the technical, safety, health and environmental affairs and policies of the Company on enhancing shareholder value.

Without limiting the generality of the preceding statements, the Committee, to the extent it deems necessary or appropriate, shall:

1. Review and recommend to the Board matters relating to the technical, safety, health and environmental affairs and policies of the Company.
2. Periodically review the status of the Company's safety program.
3. Periodically review the systems and programs for compliance with environmental laws and regulations.
4. Periodically review with management any matters concerning health, safety and environment issues such as safe work practices, evaluation and rewards programs.
5. Annually evaluate the performance of the Committee and submit itself to the review and evaluation by the Board or a committee it designates.
6. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
7. Regularly report to the Board on significant results of its activities and recommendations.
8. Perform any other activities consistent with this Charter, the Company's articles of incorporation, by-laws, the rules of the NASDAQ and governing law, as the Committee or the Board deems necessary or appropriate.

4. Procedures

4.1 Meetings

The Committee shall meet at the call of its chairperson, two or more of its members, or the Chairman of the Board. The Committee shall meet at least three times a year, and at other times as the chairperson, the Chairman of the Board or two or more members shall determine is warranted. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the length of each meeting and the agenda of items to be addressed at each meeting. The agenda for each meeting shall be circulated to each Committee member in advance of the meeting. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's bylaws. The Committee shall keep written minutes of its proceedings.

4.2 Quorum and Approval

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

4.3 Rules

The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson or a secretary of the Committee in each case for any meeting thereof.

4.4 Fees

Each member of the Committee shall be paid the fee set by the Board for his or her service as a member, or chairperson, of the Committee.