

# HELIX ENERGY SOLUTIONS GROUP, INC.

## LEAD DIRECTOR CHARTER

If the offices of Chairman of the Board and Chief Executive Officer (“CEO”) are held by the same person, the independent members of the Board of Directors (“Board”) will, after considering the recommendation of the Corporate Governance and Nominating Committee, annually elect an independent Director to serve in a lead capacity (“Lead Director”). Although elected annually, the Lead Director is generally expected to serve for more than one year.

The Lead Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the independent Directors may determine from time to time.

The specific responsibilities of the Lead Director are as follows:

### *Meetings and Executive Sessions*

- Presides at all meetings of the Board of Directors at which the Chairman of the Board, and Vice Chairman of the Board should one be appointed, are not present, including executive sessions of the independent Directors.
- Schedules an executive session of the independent Directors at least one time per year.

### *Chairman Liaison*

- Serves as liaison between the independent Directors and the Chairman of the Board, including promptly communicating to the Chairman of the Board messages and directives approved in executive sessions.

### *Evaluation of Chief Executive Officer*

- In an executive session each year, facilitates the discussion of the independent Directors to evaluate the performance of the CEO.
- Collaborates with the Compensation Committee and the Board on the annual performance evaluation of the CEO.
- Communicates the content and results of that evaluation to the CEO.

### *Information Provided to the Board*

- Advises management on and approves information sent to the Board of Directors, including the quality, quantity and timeliness of that information.

- Advises management on and approves agendas for meetings of the Board of Directors.
- Facilitates the Board's approval of the number and frequency of meetings of the Board.
- Approves schedules for meetings of the Board to assure that there is sufficient time for discussion of all agenda items.

#### *Strategic Plan and Risk Management*

- Collaborates with management in the formulation and periodic updating of the Company's strategic plan for presentation to the Board for consideration and adoption.
- Collaborates with the CEO and executive management in establishing and enforcing risk mitigation criteria for capital expenditures and ongoing operations.

#### *Succession Planning*

- Collaborates with the CEO and executive management in formulating and implementing a robust management succession plan.

#### *Outside Advisors and Consultants*

- Authorizes the retention of outside advisors and consultants who report directly to the Board on board-wide issues.

#### *Stockholder Communication*

- If requested by stockholders and in coordination with the executive management, ensures that he or she is available, when appropriate, for consultation and direct communication.

Approved by the Board on March 9, 2016,  
and effective March 9, 2016.