



Bristow Group Inc.



BRS NYSE

Oil Related Services / Equipment

Market Capitalization USD:

\$1,551.40 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: William E. Chiles

Age: 63

CEO Since: 2004

	2009	2010	2011
Base Salary	\$749,999	\$675,000	\$750,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,050,000	\$1,050,000	\$1,125,000
Benefits and Perquisites	\$319,049	\$362,836	\$281,443
TOTAL ANNUAL COMPENSATION	\$2,119,048	\$2,087,836	\$2,156,443
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$709,661	\$1,261,061	\$1,071,450
Stock Awards	\$809,025	\$999,403	\$2,343,502
TOTAL COMPENSATION	\$3,998,753	\$4,348,300	\$5,571,395
Median of Other Named Executive Officers Total Compensation	\$1,352,421	\$1,352,421	\$1,703,180
Value Realized on Exercise of Stock Option	\$0	\$0	\$267,610
Value Realized on Vesting of Stock	\$0	\$0	\$1,824,921
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$2,092,531

Proxy Date: 15 Jun 2012

Annual Meeting Date: 1 Aug 2012

Equity Reserves:

Stock Option Run Rate: 0.73%

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Performance Comparison

■ S&P500 ■ Industry ■ BRS



Peer Comparisons (TRBC) =Oil Related Services / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BRS	Bristow Group Inc.	\$3,998,753	\$4,348,300	\$5,571,395	\$1,551,402,628
CLB	Core Laboratories N.V.	\$1,449,973	\$4,592,002	\$5,699,656	\$4,184,744,114
OII	Oceaneering International, Inc.	\$4,719,891	\$5,801,402	\$4,367,987	\$3,835,562,227
DRC	Dresser-Rand Group Inc.	\$5,967,451	\$6,112,265	\$5,930,115	\$3,234,151,982
OIS	Oil States International, Inc.	\$2,538,606	\$2,953,089	\$3,794,118	\$2,613,781,343
CRR	CARBO Ceramics Inc.	\$1,816,038	\$2,451,075	\$4,109,913	\$2,374,833,899
TDW	Tidewater Inc.	\$5,209,679	\$7,875,634	\$5,741,647	\$2,181,938,883

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Core Laboratories NV, Diamond Offshore Drilling Inc., Dresser-Rand Group, Ensco plc, Helix Energy Solutions Group, McDermott International, Newpark Resources Inc., Noble Corporation, Oceaneering International, Oil States International Inc., Rowan Companies Inc., Superior Energy Services and Tidewater.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Michael A. Flick	Chairman	64	Male	6	Outside
Bruce H. Stover	Member	63	Male	2	Outside
Lori A. Gobillot	Member	50	Female	0	Outside
Matthew Masters	Member	38	Male	1	Outside Related
Thomas N. Amonett	Member	69	Male	6	Outside