

SUSTAINABILITY REPORTING

RESOLVED

Shareholders request that Oceaneering International (Oceaneering) issue a report describing the company's policies, performance, and improvement targets related to key environmental, social and governance (ESG) risks and opportunities, including greenhouse gas (GHG) emissions reduction goals. The report should be available by year-end 2017, prepared at reasonable cost, omitting proprietary information.

SUPPORTING STATEMENT

We believe tracking and reporting ESG practices strengthens a company's ability to compete in today's global business environment, which is characterized by finite natural resources, changing legislation, and heightened public expectations for corporate accountability. Reporting also helps companies capture value from existing sustainability efforts, identify gaps and opportunities, develop company-wide communications, and recruit and retain employees.

Support for the practice of sustainability reporting continues to gain momentum:

- In 2015, KPMG found that of 4,500 global companies 73% had ESG reports.
- The United Nations Principles for Responsible Investment has more than 1,500 signatories with \$62 trillion in assets. These members publicly commit to: "seek appropriate disclosure on ESG issues by the entities in which [they] invest" and to "incorporate ESG issues into investment analysis and decision making."
- CDP, representing 827 institutional investors globally with approximately \$100 trillion in assets, calls for company disclosure on GHG emissions and climate change management programs. 70% of the S&P 500 now disclose to CDP.

Currently, Oceaneering's HSE section of its website includes short descriptions of programs and guiding principles related to some ESG issues. While these policies appear strong, aside from safety data, no qualitative details or metrics regarding Oceaneering's operational ESG performance are provided to the public. Oceaneering discloses that "HSE performance indicators are communicated throughout the organization," which indicates that decision-useful information already exists and disclosure would incur minimal costs.

Shareholders are unable to understand how Oceaneering is managing its most material ESG issues, which according to the Sustainable Accounting Standards Board (SASB) include emissions reduction services and fuels management, water management services, ecological impact management, and management of the legal and regulatory environment.

For example, Oceaneering does not currently disclose its GHG data to the public. Climate change is one of the most financially significant environmental issues facing Oceaneering's investors and customers. This information helps investors to more fully analyze the risks and opportunities associated with their investments.

As shareholders, we believe it is imprudent to disregard the above indicators, which can pose significant regulatory, legal, reputational and financial risk to the company and its shareholders. Oceaneering is missing an opportunity to communicate with its shareholders about the company's strategy to manage these potentially material factors.

We recommend that the report include a company-wide review of policies, practices and metrics related to ESG performance. The Global Reporting Initiative (GRI) index and SASB provide helpful guidance. The GRI Guidelines are the most widely used reporting framework, enabling companies to focus on their most important ESG issues.