

OVERSEAS SHIPHOLDING GROUP, INC.

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Overseas Shipholding Group, Inc. (“OSG” or the “Company”) is to (1) establish OSG’s compensation philosophy and strategy, (2) carry out the Board’s responsibilities relating to compensation of the Company’s executive officers, (3) ensure that that officers and senior executives of the Company are compensated in a manner consistent with the Company’s compensation philosophy and strategy and competitive with the Company’s peers, (4) oversee and monitor the preparation of the Company’s annual Compensation Discussion & Analysis and to prepare an annual report on executive compensation for inclusion in the Company’s proxy statement or Annual Report on Form 10-K, in accordance with applicable rules and regulations and (5) provide such other guidance with respect to compensation matters as the Committee deems appropriate.

Committee Membership

The Committee shall consist of no fewer than three members of the Board who meet all applicable independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual, in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, as well any additional requirements in effect or

established from time to time by the Securities and Exchange Commission, the New York Stock Exchange (or, to the extent inconsistent with such requirements, the requirements of any U.S. stock exchange on which the Company's securities may be then listed), the Internal Revenue Service and any other relevant regulatory body. Upon the recommendation of the Board's Corporate Governance and Risk Assessment Committee, the Board shall select the members of the Committee and its Chairman at the Annual Meeting of the Board, and the Board shall have the power at any time to change the membership of the Committee.

Meetings

The Committee shall meet at least four times per year. The Committee may request any officer or employee of the Company to attend meetings of the Committee or to meet with members of, or consultants to, the Committee. Members of the Committee may participate in meetings of the Committee by telephone conference call. A quorum of any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called or held, except as specifically provided herein (or where only two members are present, by unanimous vote). The Committee may act by unanimous written consent in lieu of a meeting.

Committee Authority and Responsibilities

The Committee shall have sole authority to retain and terminate (i) compensation consultants and (ii) any other advisors whom the Committee believes are necessary to assist it in carrying out its duties. The Committee shall have sole authority to approve such consultants' and advisors' fees and other retention terms. Prior to selecting an consultant or advisor, the

Committee shall consider relationships with the Company, independence from management and other independence factors, including those required to be considered by the rules of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission. In addition, the Committee will also determine whether the work of any compensation consultant or advisor has raised any conflict of interest, and review any proposed disclosure in the Company’s proxy statement of the nature of any such conflict and how it is being addressed. The Committee shall report regularly to the Board summarizing any significant issues considered by the Committee and any action it has taken.

The principal duties and responsibilities of the Committee are as follows:

1. Make recommendations to the Board as to the Company’s general compensation philosophy.
2. Review and approve, no less frequently than annually, those corporate goals and objectives established by the Board that are relevant to the compensation of the Company’s Chief Executive Officer (the “CEO”), evaluate the performance of the CEO in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation.
3. Review and approve annual compensation, including benefits and perquisites, of all executive officers of the Company, and report such determinations and actions to the Board.
4. Review and approve employment agreements, severance agreements, change of control agreements and other similar agreements relating to executive officers.
5. Make recommendations to the Board with respect to the establishment and terms of incentive-compensation and equity-based plans and administer such plans, including determining any awards to be granted to management under any such plan implemented by the Company.
6. Oversee and monitor the preparation of the Company’s Compensation Discussion & Analysis (CD&A) for inclusion in the annual proxy statement.
7. Prepare an Annual Report of the Compensation Committee on Executive Compensation affirming approval of the CD&A for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission.

8. Prepare and distribute to the Board an annual performance self-evaluation of the Committee setting forth to what extent it complied with its duties under this Charter. The Committee shall review and reassess the adequacy of this Charter and recommend to the Board any changes to it.
9. Review on a periodic basis the operation of the Company's compensation program, including executive compensation arrangements, to evaluate the coordination of such program and retirement plans and arrangements. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company's business strategy and risks to the Company and its business implied by the compensation program, and the results of any stockholder advisory votes with respect to the Company's compensation programs, plans or arrangements.
10. Review and make recommendations to the Board with respect to advisory vote proposals relating to executive compensation ("say-on-pay") and any policies or procedures related thereto, including the requirement to include such proposals in the Company's proxy statement. In discharging this responsibility, the Committee shall take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company.
11. Monitor compliance by the Company's executive officers with any stock ownership guidelines adopted by the Board.
12. As and when required by applicable law, prepare and recommend to the Board for adoption a clawback policy that complies with applicable rules and regulations and, once such a policy has been adopted, periodically review the policy and recommend to the Board any changes deemed desirable by the Committee or as may be required by law, regulation or listing rules.
13. Undertake any other duties and responsibilities relating to compensation matters that the Board may delegate to the Committee.
14. Undertake such other responsibilities as the Committee deems appropriate for it to carry out its purpose under this Charter.