

OMEGA PROTEIN CORPORATION AUDIT COMMITTEE CHARTER

Approved by the Board of Directors on February 3, 2009

Purpose

The Audit Committee's purpose is to:

- A) assist the Board of Directors of Omega Protein Corporation (the "Company") with oversight of:
 - i. the integrity of the Company's financial statements,
 - ii. the Company's compliance with legal and regulatory requirements,
 - iii. the independent auditor's qualifications and independence, and
 - iv. the performance of the Company's internal audit function and independent auditors, and
- B) prepare the Audit Committee report that the Securities and Exchange Commission rules require be included in the Company's annual proxy statement.

Committee Membership

The Committee shall be comprised of no fewer than three members. Each member of the Committee must satisfy the requirements governing independence of audit committee members established by the New York Stock Exchange and Securities and Exchange Commission (the "SEC"), including those issued pursuant to Rule 10A-3 of the Securities Exchange Act of 1934. The Committee's composition shall also satisfy the requirements as shall be provided in the Company's By-laws or as the Board shall otherwise determine.

In addition to the independence requirements, each member of the Committee must be financially literate, and at least one member of the Committee must have accounting or related financial management expertise and satisfy the criteria to be an audit committee financial expert under the rules and regulations of the SEC, as those qualifications are interpreted by the Company's Board of Directors.

No Committee member shall serve on the audit committees of more than two other public companies at the same time as he or she serves on this Committee, unless the

Board specifically determines that it would not impair the ability of an existing or prospective Committee member to serve effectively on the Committee.

The members of the Committee and the Committee Chairman shall be appointed, and may be replaced, by the Board upon consideration of the recommendations of the Directors. Committee members and the Chairman shall serve until they are replaced, they resign or their successor shall be duly elected and qualified.

Meetings

The Committee will meet at least quarterly, and at any additional times as the Board or Committee deems necessary. The Chairman will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or videoconference and may take action by written consent.

Duties and Responsibilities

The duties and responsibilities of the Audit Committee are to:

- A) appoint, retain, terminate and oversee the work of the Company's independent auditors (including resolution of disagreements between management and the auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (subject, if applicable, to stockholder ratification) and determine the compensation of the independent auditors. The independent auditor must report directly to the Audit Committee. The Audit Committee should approve in advance the terms of engagement of the independent auditors, including audit services (which may include comfort letters) and otherwise permissible, non-audit services. The Audit Committee hereby delegates to the Chairman of the Audit Committee the authority to approve such audit or non-audit services if the Chairman's pre-approval is presented to the full Audit Committee at the next scheduled committee meeting;
- B) at least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditors' independence) all relationships between the independent auditors and the Company. The Audit Committee will annually evaluate the auditor's qualifications, performance and independence after reviewing the auditor's report and the auditor's work throughout the year;
- C) meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditors,

including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K;

- D) discuss with independent auditors the matters required to be discussed by the statement on Auditing Standards No. 61, as amended, regarding the conduct of the audit by independent auditors.
- E) discuss with the independent accountant, the independent accountant's independence and receive the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 regarding the independence of the auditor.
- F) discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;
- G) conduct any investigation appropriate to fulfilling its responsibilities. The Audit Committee has direct access to the independent auditors as well as anyone in the Company. The Audit Committee has the authority to retain, at the Company's expense, special independent counsel, advisers or other consultants or experts it deems necessary in the performance of its duties;
- H) discuss policies with respect to risk assessment and risk management;
- I) meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors;
- J) review with the independent auditors any audit problems or difficulties and management's response;
- K) determine that the business practices and conduct of employees and other representatives of the Company comply with the policies and procedures of the Company;
- L) set clear hiring policies for employees or former employees of the independent auditors;
- M) report regularly to the Board of Directors; and
- N) establish procedures for the receipt, retention and treatment of complaints received by the Company, regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

The Audit Committee should evaluate its performance annually.

The Audit Committee should establish the duties and responsibilities of the Company's internal audit department.

The Company shall provide to the Committee appropriate funding, as determined by the Committee, for the payment of:

- A) Fees to the independent auditor for preparing and issuing an audit report or performing other audit, review or attest services for the Company;
- B) Compensation for any advisers engaged by the Committee; and
- C) Administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

This Audit Committee Charter will be made available on the Company's website.