

OMEGA PROTEIN CORPORATION COMPENSATION COMMITTEE CHARTER

Approved by the Board of Directors on February 3, 2009

Purpose

The primary objective of the Compensation Committee (the "Committee") of the Board of Directors of Omega Protein Corporation ("the Company") is to ensure the Company's compensation policies and practices support the successful recruitment, development and retention of executive talent in order to achieve the Company's business objectives and optimize long-term financial returns.

Committee Membership

The Committee shall be comprised of no fewer than two members, and all members shall satisfy the definition of "independent director" under the Listing Standards of the New York Stock Exchange, and the definition of "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, as well as such other requirements as shall be provided in the Company's By-laws or as the Board shall otherwise determine.

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; provided, however, that all members of the Committee are determined to be independent directors and are so disclosed to the Company's stockholders. Committee members and the Chairman shall serve until they are replaced, they resign or their successor shall be duly elected and qualified.

Committee Structure and Meetings

The Committee shall meet as often as may be deemed necessary or appropriate, and generally shall meet at least two times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session absent management. The Committee will determine its own rules and will meet where and as provided by such rules or by resolution of the Committee

Responsibilities and Duties

The Committee shall be responsible for matters related to, executive compensation and development, and all other equity-based incentive compensation plans. To fulfill its responsibilities, the Committee shall:

1. Provide direction to the Company in connection with executive compensation and benefits for the executive team.
2. Prepare an annual report on executive compensation to be included in the Company's proxy statement or annual report on Form 10-K.
3. Review and approve corporate goals and individual performance relevant to the compensation of the CEO.
4. Evaluate the CEO's performance and achievement of corporate goals, either as a committee or together with other independent directors, and determine the CEO's compensation level based on such evaluation.
5. After considering the recommendations of the CEO, review the compensation structure and determine the compensation of officers and senior employees of the Company, in each case who earn in excess of an annual salary as determined by the Committee.
6. Approve, on behalf of the Board, employment agreements or similar arrangements, or amendments to existing employment agreements or similar arrangements for officers of the Company.
7. Evaluate and make recommendations to the Board with respect to the adoption, substantive modification, or termination of any benefit plan of the Company.
8. Administer any incentive or equity-based compensation plans approved by the Board, whether in existence or created in the future, in accordance with the responsibilities assigned to the Committee under such plans.
9. Unless otherwise undertaken by the Board, approve the compensation of the Company's independent directors.

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties enumerated as necessary or appropriate given the circumstances.

Committee Evaluation

The Committee will annually complete a self-evaluation of the Committee's own performance in fulfilling its duties and responsibilities under this Charter. The Committee will review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval.

Committee Authority

The Committee shall undertake any other action or exercise such other powers, authority and responsibilities as necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Company's By-laws, or otherwise required by the regulations of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

In discharging its responsibilities and duties, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Company. The Committee has the power to retain and/or terminate outside counsel or other consultants or experts as the Committee may deem appropriate in its sole discretion to assist in the evaluation of director, CEO or executive compensation, and shall receive funding from the Company to engage such advisors, and has sole authority to approve related fees and retention terms.

The Committee may delegate authority to individuals or subcommittees when it deems appropriate, subject to the restrictions of any incentive plan or plans, provided the subcommittees are composed entirely of independent directors.

Disclosure of Compensation Committee Charter

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