

## **OMEGA PROTEIN CORPORATION SCIENTIFIC COMMITTEE CHARTER**

Adopted by the Board of Directors on December 2, 2003

### **Purpose**

The primary objective of the Scientific Committee (the “Committee”) of the Board of Directors (“Board”) of Omega Protein Corporation (“the Company”) is to keep the Board and Company management apprised of scientific matters and developments that affect the Company’s business.

### **Membership**

The Committee shall consist of at least two directors. At least one of the Committee shall have scientific research expertise.

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 Board. Committee members and the Chairman shall serve until they are replaced, they resign or their successors shall be duly elected and qualified.

### **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate. The Committee may ask members of management or other persons to attend meetings or to provide relevant information.

### **Responsibilities and Duties**

The Committee shall function as a broadly knowledgeable and objective group of scientists and non-scientists. The Committee shall:

1. Identify and discuss significant emerging science and technology issues and trends that affect the Company’s business.
2. Review and evaluate the quality and direction of the Company’s research and development programs.

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 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.

The Committee may delegate authority to individuals or subcommittees when it deems appropriate.