

OMEGA PROTEIN CORPORATION COMPENSATION COMMITTEE CHARTER

Approved by the Board of Directors on December 7, 2015

Purpose

The primary objective of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) 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 three members, and all members shall satisfy the definition of “independent director” under the Listing Standards of the New York Stock Exchange (the “Exchange”), including the additional independence requirements specific to the Committee set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual, and the definition of “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as well as such other requirements as shall be provided in the Company’s Bylaws 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 after the Board’s consideration of the recommendations of the Corporate Governance and Nominating Committee as to the Committee’s membership and Committee Chairman. Committee members and the Committee Chairman shall serve until they are replaced, they resign or their successor shall be duly elected and qualified.

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 meet in executive session absent management as necessary or appropriate. The Committee may determine its own rules of procedure and may 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 the Compensation Committee report as required by Item 407(e)(5) of Regulation S-K to be included in the Company's proxy statement or annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
3. Review and discuss with Company's management the Compensation Discussion Analysis ("CD&A") to be included in the Company's proxy statement or annual report on Form 10-K, as applicable, and determine whether to recommend to the Board that the CD&A be included in the proxy statement or annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
4. Review and approve corporate goals and individual performance relevant to the compensation of the CEO.
5. Evaluate the CEO's performance and achievement of corporate goals, either as a committee or together with other independent directors, and make recommendations to the Board on the CEO's compensation level based on such evaluation.
6. After considering the recommendations of the CEO, review the compensation structure and make recommendations to the Board for the compensation of the Section 16 officers of the Company, as well as any other senior employee who may be designated by the Committee.
7. Approve, on behalf of the Board, or at the Committee's option, recommend to the Board for approval, employment agreements or similar arrangements, or amendments to existing employment agreements or similar arrangements, for officers or other key employees of the Company.
8. Evaluate and make recommendations to the Board with respect to the adoption, substantive modification, or termination of any executive benefit plan of the Company.
9. 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.
10. Make recommendations to the Board for the compensation of the Company's independent directors for the Board's review and approval.
11. Ensure that shareholders are given the opportunity to vote on equity-compensation plans, as may be required by law and the listing standards of the Exchange.
12. Review and recommend to the Board how frequently the Company should permit shareholders to have an advisory vote on the executive compensation ("say-on-pay"). This review should take into account the historical results of shareholder advisory votes on frequency of say-on-pay resolutions at the Company.

13. Following each shareholder meeting at which say-on-pay resolutions are proposed for a shareholder advisory vote, review the results of the advisory vote and consider whether to make any adjustments to the Company's executive compensation policies and practices.

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 conduct an evaluation of the Committee's performance at least annually and review this Charter periodically, and will report to the Board any recommended changes to this Charter.

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 Bylaws, or otherwise required by the regulations of the 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 of the Committee when it deems appropriate, provided the individuals or subcommittees are composed entirely of independent directors.

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, in its sole discretion, to select, retain or obtain advice and seek advice of a compensation consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities as set forth in this Compensation Committee Charter, and the Committee shall have the sole authority to terminate any such advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, outside legal counsel and other advisor retained by the Committee, including sole authority to approve such advisor's fees and other retention terms. The Committee shall receive appropriate funding from the Company to engage such advisors, as determined by the Committee, for the payment of reasonable compensation to its compensation consultants, outside legal counsel and any other advisors retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Compensation Committee Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee may select a compensation consultant, legal counsel or other advisor to the Committee (other than the Company's in-house counsel) only after taking into consideration all factors relevant to that person's independence from management, including the following requirements of Rule 10C-1 under the Exchange Act and the listing standards of the Exchange:

- A. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- B. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- C. The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- D. Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the compensation committee;
- E. Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- F. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor it prefers, only after considering the factors specified above. The Committee is required to conduct the independence assessment with respect to any compensation consultant, outside legal counsel or other advisor that provides advice to the Committee. The Committee is not required to conduct the independence assessment with respect to any compensation consultant, legal counsel or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company and that is generally available to all salaried employees or providing information that is either not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant or advisor, and about which the compensation consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive or Board compensation shall not be retained by the Company for any other compensation or human resource matters.

Disclosure of Charter

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