

OMEGA PROTEIN CORPORATION AUDIT COMMITTEE CHARTER

Approved by the Board of Directors on December 7, 2015

Purpose

The primary objectives of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Omega Protein Corporation (the “Company”) are:

- A) to assist the Board 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) to 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 Bylaws 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 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 will meet at least quarterly and at any additional times as the Board or Committee deems necessary. 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.

Duties and Responsibilities

The duties and responsibilities of the 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 Committee. The 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, provided however, that the Committee hereby delegates to the Chairman of the Committee the authority to approve immaterial audit or non-audit services if the Chairman's pre-approval is presented to the full Committee at the next scheduled committee meeting;
- B) select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm, in addition to the Company's independent auditors, engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- C) at least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any 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 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, including an evaluation of the lead audit partner. The Committee will assure the regular rotation of the lead audit partner of the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors;
- D) 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" before the Form 10-K is filed, recommend to the Board whether the audited financial statements should be included

- in the Company's Form 10-K, and produce the audit committee report required to be included in the Company's proxy statement;
- E) meet to review and discuss the Company's 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" before the Form 10-Q is filed;
 - F) discuss with independent auditors the matters required to be discussed by the statement on Auditing Standards No. 16, regarding the conduct of the audit by independent auditors;
 - G) review and discuss with management and independent auditors (1) all critical accounting policies and practices to be used by management; (2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, and the ramifications of the use of such alternative treatments; and (3) other material written communications between the auditors and management;
 - H) review and discuss with management and independent auditors any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods, and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements;
 - I) keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of the Company's relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties;
 - J) discuss with the independent auditor the independent auditor's independence and receive the written disclosures and the letter from the independent auditor required by Independence Standards Board Standard No. 1 regarding the independence of the auditor;
 - K) discuss and approve the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;
 - L) conduct any investigation appropriate to fulfilling its responsibilities. The Committee has direct access to the independent auditors as well as anyone in the Company. The 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;

- M) review policies with respect to risk assessment and risk management;
- N) meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors;
- O) review with the independent auditors any audit problems or difficulties and management's response;
- P) review the Company's business practices and their compliance with the policies and procedures of the Company;
- Q) review the Company's compliance with applicable laws and regulations and review and oversee any policies, procedures and programs designed to promote such compliance;
- R) set clear hiring policies for employees or former employees of the independent auditors;
- S) report to the Board of Directors as necessary or appropriate; and
- T) establish and oversee 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.

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 should establish the duties and responsibilities of the Company's internal audit department (or outside firm serving in such capacity) and review and approve the hiring or dismissal of the head of the internal audit department (or outside firm serving in such capacity).

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.

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 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 of the Committee when it deems appropriate, provided the individuals or subcommittees are composed entirely of independent directors.

Disclosure of Charter

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