



Corporate Governance and Nominating Committee Charter

Approved by the Board of Directors on December 7, 2015

Purpose

The primary objectives of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors ("Board") of Omega Protein Corporation ("the Company") are:

- | To oversee the annual evaluation of the Board and the committees of the Board
- | To keep the Board and Company management apprised of corporate governance matters that affect the Company,
- | To identify individuals qualified to become Board members, and
- | To select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders.

Committee Membership

The Committee shall consist of at least three members, and all members serving on the Committee shall be independent under the then applicable definitions set forth by the New York Stock Exchange, the Securities and Exchange Commission and the Board. 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.

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 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 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. 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, to the extent it deems necessary or appropriate, shall:

1. Review and report to the Board as necessary or appropriate with regard to matters of corporate governance (which is defined for this purpose as the relationship of the Board, the stockholders and management in determining the direction and performance of the Company).
2. Develop and periodically review and assess the effectiveness of the Board's Corporate Governance Guidelines and Committee charters, and recommend to the Board proposed revisions to these Guidelines and charters.
3. Identify and screen individuals qualified to become members of the Board consistent with criteria approved by the Board.
4. Select and recommend to the Board for approval director nominees to be presented for stockholder approval at the annual meeting.
5. Select and recommend to the Board for approval director nominees to fill vacancies on the Board as necessary.
6. Make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria (such as, independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent all stockholders) for the selection of individuals to be considered as candidates for election to the Board.
7. Oversee the annual evaluation of the Board and the committees of the Board.

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 will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

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.