

OMEGA PROTEIN CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Approved by the Board of Directors
February 3, 2009

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 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.

Membership

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

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

1. Review and report to the Board on a periodic basis 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 recommend to the Board proposed revisions to these Guidelines.
3. Identify individuals qualified to become members of the Board consistent with criteria approved by the Board.
4. Select, or recommend to the Board, director nominees to be presented for stockholder approval at the annual meeting.
5. Select, or recommend to the Board, 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 the stockholders) for the selection of individuals to be considered as candidates for election to the Board.
7. Oversee the evaluation of the Board and management as well as the effectiveness of 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 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 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, provided the individuals or subcommittees are composed entirely of independent directors.

Performance Evaluation

The Committee will conduct an evaluation of the Committee's performance and charter at least annually, and will report to the Board the results of such evaluation and any recommended changes to the charter.

Disclosure of Corporate Governance and Nominating Committee Charter

This Corporate Governance and Nominating Committee Charter will be made available on the Company's website.