

**OMNI ENERGY SERVICES CORP.**  
**RESTATED AUDIT COMMITTEE CHARTER**  
**(March 9, 2009)**

**I. Responsibility**

The Audit Committee (the “Committee”) of OMNI Energy Services Corp. (“OMNI”) was established to assist the Board of Directors (the “Board”) in carrying out its oversight responsibilities that relate to OMNI’s accounting and financial reporting processes, audits of OMNI’s financial statements, internal controls, and compliance with laws, regulations and ethics. This policy reaffirms that the Committee’s duty is to provide oversight. The primary responsibility for financial reporting, internal control, and compliance with laws, regulations, and ethics standards rests with OMNI’s executive management, while OMNI’s external auditors are responsible for auditing OMNI’s financial statements. The Committee, in its capacity as the Audit Committee of the Board, has direct responsibility for the appointment, compensation and oversight of the work of any registered public accounting firm employed by OMNI (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. It is not the duty of the Committee to provide any expert or special assurances as to OMNI’s financial statements or any professional certification as to the external auditor’s work.

The Committee has the power to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities and to establish procedures concerning the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and confidential, anonymous employee submissions of concerns regarding questionable accounting or auditing matters. The Committee is empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation. The President, the Chief Financial Officer or the Corporate Secretary of OMNI shall provide, or arrange to provide, such other information, data and services as the Committee may request. The Committee shall conduct such interviews or discussions as it deems appropriate with personnel of OMNI, and/or others whose views would be considered helpful to the Committee.

The Committee’s prior approval is required for all auditing services and non-audit services as provided in the Securities and Exchange Commission (the “Commission”) rules and regulations. Pre-approval of tax and non-audit services related to internal control of financial reporting shall be subject to compliance by the outside auditor with the Public Company Accounting Oversight Board’s (“PCAOB”) Professional Standards Rules 3524 and 3525.

The Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and that the following duties of the Committee are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

## A. Financial Reporting

Committee procedures shall include:

### 1. Selection, Evaluation and Review of Outside Auditors

- The Committee and the Board have the ultimate authority and responsibility to select, evaluate, and where appropriate, replace the outside auditor. The outside auditors are ultimately accountable to the Committee and the entire Board for such auditors' review of the financial statements and controls of OMNI. On an annual basis, the Committee shall review and discuss with the auditors all significant relationships they have with OMNI to determine their independence in compliance with the applicable requirements of the PCAOB for independent auditor communications with audit committees concerning independence. The Committee shall review senior management's recommendation on the annual selection of the outside auditors. The Committee shall submit its appointment (or reappointment) or termination of outside auditors to the Board for its ratification.

The Committee's review shall include:

- Review and prior approval of all audit services and non-audit services. In the event the Committee approves an audit service within the scope of an auditor's engagement, that audit service shall be deemed to have been pre-approved.
- Opinions on the performance of the outside auditors by appropriate management.
- Inquiring if the outside auditors face any significant litigation or disciplinary actions by the SEC or others.
- Confirm that none of the Company's Internal Accounting Staff was employed by a registered independent public accounting firm and participated in any capacity in OMNI's audit during the one-year period preceding the commencement of an audit of OMNI.
- Receiving from the auditors, on a periodic basis, a formal written statement delineating all relationships between the auditors and OMNI consistent with the applicable requirements of the PCAOB for independent auditor communications with audit committees concerning independence.
- Obtaining written disclosure from the outside auditors describing all relationships between the outside auditors and OMNI that bear on independence and objectivity.

- Engaging in a dialogue with the outside auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the outside auditors.
  - Discussing auditor independence with its outside auditors and taking or recommending that the Board take appropriate action regarding any independence issues.
  - Discussing with OMNI's Chief Executive Officer and Chief Financial Officer certifications in OMNI's periodic reports concerning disclosures of significant control deficiencies and any fraud by management.
  - Auditor engagement letters and estimated fees.
  - Consideration of the report of the outside auditors' latest peer review conducted pursuant to a professional quality control program.
  - Review of management's letter of representation and consideration of any significant operational or reporting issues that may affect the financial statements.
  - Review of proposed non-audit services and consideration of the possible effect that these services could have on the independence of the outside auditors.
  - Facilitating and maintaining an open avenue of communication with OMNI's outside auditors.
  - Ensuring the Committee is informed in a timely manner by OMNI's outside auditors of (i) all critical accounting policies and practices the outside auditors intend to use for the audit; (ii) discussion with OMNI's management of all alternative treatments of financial information within generally accepted accounting principles, the ramifications of the use thereof and the outside auditors' preferred treatment; and (iii) other material written communications between the outside auditors and OMNI's management to include any management letter or schedule of audit adjustments.
  - Disclosing that the Committee is vested with all responsibilities and authority required by Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. Meeting with OMNI's general counsel, if any, and outside counsel when appropriate, to discuss legal matters that may have a significant impact on OMNI's financial statements.
  3. Regarding OMNI's financial statements, the Committee will:
    - Review OMNI's audited annual financial statements and outside auditors'

opinions with respect to the statements, including the nature of any changes in accounting principles or their application.

- Review OMNI's interim quarterly financial statements and outside auditors' views with respect to the statements, including the nature of any changes in accounting principles or their application.
  - Review significant accounting policies, policy decisions and changes, along with significant accounting, reporting or operational issues.
  - Review the financial statements to be issued with management and with the outside auditors to determine whether the outside auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders prior to the release of the quarterly financial report to shareholders.
  - Make a recommendation to the Board regarding the inclusion of interim and annual financial statements in OMNI's SEC filings based on its review of such financial statements with management and the outside auditors.
  - Ensure that management maintains reliability and integrity of accounting policies and financial reporting and that management establishes and maintains processes to assure adequate systems of internal control.
  - Disclose in OMNI's annual proxy or information statement, the existence of the Committee and the Committee charter and the extent to which the Committee has satisfied its responsibilities during the prior year in compliance with its charter.
  - Disclose the Committee's approval of any non-audit services in OMNI's periodic reports filed with the Commission.
  - Review the management letter issued by the outside auditors and management's response.
  - Review fees paid for audit and consulting services, respectively.
4. Annually review and examine those matters, which relate to a financial review of OMNI's Investment Policies, if any.
  5. Submit findings of importance, conclusions, recommendations, and items that require follow-up or action to the Board.
  6. Annually review and update the Audit Committee Charter and submit the Charter to the full Board for approval.
  7. The Committee shall review, discuss, and assess its performance as well as the Committee role and responsibilities, seeking input from senior management, the

full Board, and others. Changes in role and/or responsibilities, if any, shall be recommended to the full Board for approval.

8. Maintain minutes or other records of meetings and activities of the Committee. The minutes of the Committee shall be approved by the Committee at its next meeting; available for review by the entire board; and filed as permanent records with the Corporate Secretary.

#### B. Monitoring of Internal Controls

The Committee is responsible for obtaining and understanding OMNI's key financial reporting risk areas and internal control structure. The Committee monitors the internal control process by reviewing information identified by Management upon its review of the Business Conduct Questionnaire and Annual Certification reporting made by each OMNI employee, discussions with the chief financial and accounting officers and such other persons as the Committee deems appropriate, and discussions with and reports issued by outside auditors.

#### C. Compliance with Laws, Regulations, and Ethics

The Committee shall review reports and other information to gain reasonable assurance that OMNI is in compliance with pertinent laws and regulations, is conducting its affairs ethically, and is maintaining effective controls against conflict of interest and fraud.

Committee procedures shall include:

1. Review significant cases of conflict of interest, misconduct, or fraud and the resolution of such cases.
2. Review OMNI's policies and processes for compliance with the Foreign Corrupt Practices Act.
3. Review compliance reports received from regulators and consider legal and regulatory matters that may have a material impact on the financial statements.
4. Review outside auditors' reports that relate to the monitoring of compliance with OMNI's policies on business ethics.
5. Review policies and procedures covering officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by internal or outside auditors.
6. Review the disclosure included in OMNI's periodic reports concerning whether at least one member of the Committee is an "Audit Committee financial expert" (as defined in Part III below) and, if no member of the Committee is an "Audit Committee financial expert," why no such expert has been appointed to the Committee.

## **II. Oversight of Outside Auditor Functions**

The Committee shall schedule meetings as necessary to receive and discuss reports from staff, other committees, and consultants. Particular emphasis will be given by the Committee to significant control deficiencies, and actions taken by management to correct them. The Committee may request through the Chief Financial Officer that the outside auditors perform special studies, investigations, or other services in matters of interest or concern to the Committee.

The Committee's oversight of outside audit coverage is covered under section I.A. above.

## **III. Committee Membership**

### **A. Composition**

#### **1. General Rule.**

The Committee shall be composed of at least three Directors, each of whom shall (i) satisfy the "independence" standards set forth in NASDAQ Company Guide Rules 4200 and 4350, and Rule 10A-3 under the Exchange Act, each as may be amended from time to time, and (ii) have a general understanding of and be able to read and understand fundamental financial statements, including the company's balance sheet, income statement, and cash flow statement.

#### **2. Financial Expertise**

At least one member of the Committee must have the requisite accounting or related financial management expertise to be deemed an "Audit Committee financial expert," as that term is defined by the Commission. The Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by OMNI or an outside consultant.

### **B. Vacancies, Appointments, Meetings.**

Subject to the membership requirements set forth hereinabove, the members of the Committee shall be appointed by the Board. The Chairman is elected by the Committee's members. Vacancies occurring in the Committee shall be filled by a majority vote of the Board, but no member of the Committee shall be removed except by vote of a majority of Directors present at any regular or special meeting of the Board.

The Secretary of the Committee shall be appointed by the majority vote of the Committee. The Secretary of the Committee shall prepare minutes of the meetings, maintain custody of copies of data furnished to and used by the Committee, and generally assist the Committee in connection with preparation of agendas, notices of meetings and otherwise.

**IV. Conduct of Business**

All meetings require the presence of a majority of the members of the Committee to conduct business. Each Committee member shall have one vote. All actions or determinations by the Committee must be by majority vote of the members present. The Committee may take actions by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

**V. Compensation**

The compensation of members of the Committee may be determined from time to time by resolution of the Board. Members of the Committee shall be reimbursed for all reasonable expenses incurred in attending such meetings.

**VI. Time and Place of Meetings**

Committee meetings shall be held in person, or telephonically, at least quarterly or more frequently as necessary at an agreed upon location. The Committee may ask members of management or others to attend the meeting and to provide pertinent information as necessary. As part of its job to foster open communication, the Committee should meet at least annually with management, the director of the internal auditing department and the outside auditors separately to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chairperson should meet with the outside auditors and management quarterly to review OMNI's financial statements consistent with the Committee's duties and responsibilities set forth herein.

**VII. Presentation of Reports to the Board**

The Committee shall make an annual presentation to the Board within three months after the receipt of the outside auditor's opinion on OMNI's financial statement. The presentation shall provide an overview of the Committee's activities, findings of importance, conclusions, recommendations, and items that require follow-up or action by the Board. Presentations may be made at more frequent intervals if deemed necessary by the Committee or as requested by the Board.