

OMNI ENERGY SERVICES CORP. COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of OMNI Energy Services Corp. ("OMNI") is to discharge the responsibilities of the Board relating to compensation of OMNI's executives and OMNI's long-term strategic plans and performance of OMNI's management; and to produce an annual report on executive compensation for inclusion in OMNI's proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission; and to have such other powers and perform such other duties as the Board may from time to time delegate to the Committee, including those set forth below:

Duties and Responsibilities

- Review and make recommendations to the Board with respect to compensation plans, including incentive compensation plans and equity based plans;
- Recommend to the Board, persons to serve as senior officers of OMNI and its subsidiaries;
- Recommend to the Board, salary and compensation levels, including fringe benefits for officers of OMNI and its subsidiaries;
- Review and approve corporate goals and objectives with respect to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation;
- Review management's resources and development with the Chief Executive Officer and recommend to the Board succession plans for senior management;
- Review the investment policies of OMNI's Retirement Plan, if any;
- Provide direction regarding the operation of OMNI's Retirement Plan, if any, and other employee welfare benefit plans;
- Review OMNI's active operating performance relative to the bonus and incentive programs; and
- Review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Composition and Qualifications

The Committee shall be comprised of three or more directors, such number to be determined yearly by resolution of the Board at its annual meeting following the Annual Meeting of Shareholders. Committee members will be appointed on an annual basis at the annual directors meeting to serve until the next such annual meeting or their earlier demise, resignation or removal. Committee members shall serve at the pleasure of the

Board and may be removed at any time. Each Committee member shall meet the independence requirements of the NASDAQ and any additional legal requirements as shall from time to time be in effect. The Board shall, in the exercise of business judgment, determine the “independence” of directors for this purpose. The senior Human Resources employee will serve as the management liaison to the Committee.

The Members of the Committee shall designate one of the appointees to serve as Chairman of the Committee. The secretary of the Committee shall also be designated by the members of the Committee.

Vacancies on the Committee shall be filled by a majority vote of the entire Board and by a majority vote of the entire Board, a member of the Committee may be removed.

In selecting members of the Committee from time to time, the Board shall consider individuals recommended by the Corporate Governance and Nominating Committee.

Structure and Operation

The Committee shall meet in person, or telephonically, at least two times each year and hold such other meetings from time to time as may be called by its Chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.

The Committee shall meet in executive session without the presence of any member of management as often as it deems necessary or appropriate.

A majority of the members of the Committee shall constitute a quorum. A majority of the members in attendance shall decide any question brought before any meeting of the Committee.

The Committee shall keep minutes of its meetings. 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.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information, as the Committee deems necessary or appropriate.

The Committee shall have the sole authority to retain and terminate any consulting firm being used to assist in the evaluation of Chief Executive Officer or senior executive compensation, including sole authority to approve the firm's fees and other retention terms.

The Chairman of the Committee shall report to the Board, at each meeting of the Board following a meeting of the Committee, the deliberations, actions and recommendations of the Committee.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.