

## **OMEGA PROTEIN CORPORATION CODE OF ETHICS FOR FINANCIAL PROFESSIONALS**

This Omega Protein Corporation Code of Ethics for Financial Professionals applies to the Chief Executive Officer of Omega Protein Corporation (“Omega Protein”) and its subsidiaries and all professionals worldwide serving in a finance, accounting, treasury, tax or investor relations role. Omega Protein expects all of its employees to act in accordance with the highest standards of personal and professional integrity in all aspects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by the policies and procedures adopted by Omega Protein that govern the conduct of its employees. This Code of Ethics is intended to supplement the Omega Protein Associate Handbook.

You agree to:

- a. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- b. Avoid conflicts of interest and to disclose to any member of the Company’s Disclosure Committee (consisting of the Chief Financial Officer, General Counsel, Controller and Director of Internal Audit) any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- c. Take all reasonable measures to protect the confidentiality of non-public information about Omega Protein or its subsidiaries and its customers obtained or created in connection with your activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process;
- d. Produce full, fair, accurate, timely, and understandable disclosure in reports and documents that Omega Protein or its subsidiaries files with, or submits to, the Securities and Exchange Commission and other regulators and in other public communications made by Omega Protein or its subsidiaries;
- e. Comply with applicable governmental laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations of which Omega Protein or its subsidiaries is a member; and
- f. Promptly report any possible violations of this Code of Ethics to any member of the Company’s Disclosure Committee.

You are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead Omega Protein or its subsidiaries' independent public auditors for the purpose of rendering the financial statements of Omega Protein or its subsidiaries misleading.

You understand that you will be held accountable for your adherence to this Code of Ethics. Your failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law and may result in civil and criminal penalties for you, your supervisors and/or Omega Protein.

If you have any questions regarding the best course of action in a particular situation, you should promptly contact your supervisor or any member of the Disclosure Committee. You may choose to remain anonymous in reporting possible violations of this Code of Ethics.

**Your Personal Commitment to the Omega Protein Corporation Code of Ethics for Financial Professionals**

I acknowledge that I have received and read the Omega Protein Corporation Code of Ethics for Financial Professionals, dated June 2003, and understand my obligations as an employee to comply with the Code of Ethics.

I understand that my agreement to comply with the Code of Ethics does not constitute a contract of employment.

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Date

Printed Name:

**This signed and completed form must be returned to the Director of Human Resources.**