



Code of Business Conduct and Ethics

OMEGA PROTEIN CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS

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May 5, 2015

Dear Omega Protein Associate:

Omega Protein Corporation has a proud tradition of maintaining high ethical standards in the conduct of our business. It is important that all employees, officers and directors irrespective of position or location, understand and continue that tradition. Simply stated, we believe it is good business to obey the law and to act ethically and, conversely, that it is bad business to do anything less.

The rules and principles we observe are published in detail in the Omega Protein Employee Handbook and the Omega Protein Policies and Procedures Handbook. This Code of Business Conduct and Ethics booklet is intended to summarize and emphasize specific parts of those Handbooks. These rules apply to all employees, officers and directors of Omega Protein, including its subsidiaries and divisions worldwide.

This booklet is yours to keep and, from time to time, review. If you misplace it, please obtain another copy from your Human Resources Manager. It is also available on the Company's website at omegaprotein.com. Although this booklet cannot answer every question of conduct that may arise in our business, it should alert you to situations that require extra concern or guidance.

You are urged to read and understand this booklet, and to alert your supervisor of any situation that might constitute a departure from these standards. If there is any reason why consulting your supervisor would not be appropriate (such as his or her involvement in a policy violation), you should contact the Company's toll-free Ethics Hotline at 866-421-0831 (in the Netherlands +800-228-62-842).

We ask that you sign the attachment on the next page and return it to your manager. The Company will rely on the accuracy and completeness of these certifications.

Trust is hard to win and easy to lose. Omega Protein's reputation is in the hands of all of us. We count on your full cooperation so that Omega Protein's reputation for integrity is maintained and enhanced.

Very truly yours,

Bret D. Scholtes

Chief Executive Officer

OMEGA PROTEIN CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS
EMPLOYEE CERTIFICATION

I acknowledge that I have received and read the Omega Protein Corporation Code of Business Conduct and Ethics and understand my obligations to comply with the principles, policies and laws outlined in the Code.

Understand that my agreement to comply with the Code of Business Conduct and Ethics does not constitute a contract of employment.

Signature: _____

Printed Name: _____

Date: _____

This signed form must be returned to your Human Resources Manager within 30 days of receipt of this Code.

1. COMPLIANCE WITH LAWS AND REGULATIONS

Omega Protein Corporation (“Omega Protein” or the “Company”) expects its employees to comply in good faith with all governing laws and regulations.

The Company recognizes the inevitability of questions regarding the applicability, scope, and meaning of complex governmental rules and regulations. Any questions as to scope or meaning of Omega Protein’s policies and procedures should be raised with your supervisor. Questions may also be directed to the Company’s Legal Department.

2. ACCURACY OF COMPANY RECORDS

We all rely on the accuracy and completeness of the Company’s business records to produce accurate financial and governmental reports, make management decisions and analyze Company operations. Accuracy of such records is essential for continued, long-term business success. In addition, safety or environmental record keeping may be required by law, and may have a significant impact on Omega Protein operations, employee health and the communities in which we operate.

We also retain and manage business records to enable the Company to answer questions that may arise from audits, tax reviews or legal proceedings. We must prepare all business records with care to ensure their completeness and accuracy. False, misleading, or inaccurate record keeping is never acceptable under any circumstances.

3. PUBLIC DISCLOSURES

Company reports and documents filed with the Securities and Exchange Commission, and other public communications made by the Company, should be fair, accurate, timely and understandable.

4. PROTECTING COMPANY ASSETS

We all are expected to safeguard the Company’s funds and assets with at least the same care as we would use with our own personal assets. We must work together to ensure that Company assets are protected against theft, carelessness or misuse which have a direct impact on the Company’s profitability.

We are entrusted to safeguard items of value such as inventories, vehicles, computers, software, tools, parts or office supplies. Omega Protein expects us to keep these items in good condition while they are in our possession.

5. PROTECTING OUR CONFIDENTIAL INFORMATION

Employees, officers and directors should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated.

At times, we may need to share information with others in order to meet Omega Protein's needs. However, each of us is responsible for protecting the information to which we have access or information that is entrusted to us by a third party.

Confidential information generally includes all non-public information that might be of use to competitors, or harmful to the Company or its customers if disclosed. Confidential information specifically includes financial data, pricing information, customer lists, marketing strategies, costs, technical data, processes, equipment and machinery layout and design, procedures, information systems, computer software, inside information on publicly traded securities, inside information about Omega Protein, etc. Before releasing any such confidential information outside of Omega Protein, contact the Omega Protein Legal Department.

We must take care not to lose, misplace or leave confidential information unattended. We should not leave such information in places where others may easily access it, such as open files, on computers, or left on fax machines, photo copiers, etc. Similarly, we should not casually discuss it where others might overhear.

Should a situation arise where you cannot determine whether the information is confidential, or have questions about appropriate steps to protect information, ask your manager or contact the Omega Protein Legal Department.

6. CONFLICTS OF INTEREST

You should avoid situations where you have a conflict of interest with the Company.

A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company as a whole. A conflict can arise when an employee, officer or director takes action or has interests that may make it difficult to perform his or her Company work objectively and effectively.

To attempt to be too specific involves the risk of restricting the application of the policy. However, there are obvious situations which most certainly can result in a conflict of interest: having an undisclosed financial interest in a supplier, competitor or customer by an employee or a member of the employee's family; having an undisclosed interest in a transaction in which it is known that the Company is, or may be, interested; taking advantage of other corporate opportunities for the individual's personal profit; or the receipt of undisclosed fees, commission or other compensation from a vendor, supplier, competitor, or customer of the Company.

Individuals or companies with which we do business must be chosen solely on the basis of the best interest of Omega Protein. Occasionally, the best possible supplier or customer may not be totally independent and, therefore, pose a real or potential conflict of interest. In all cases, employees must ensure Omega Protein receives the best value for monies paid or obtains optimum benefit for goods provided. Where a conflict may exist, management will make the decision whether to use such a company or work with such an individual, after appropriate disclosure of any conflicts and review of the relevant facts. Corrective action generally will focus on eliminating or minimizing the conflict between the individual and the Company.

Our personal investment decisions may not be based on non-public information we possess as Omega Protein employees. For further clarification, please refer to "Insider Trading" in this Code.

Gifts, gratuities and entertainment may indicate a possible conflict of interest. For further clarification, please refer to "Gifts, Gratuities and Entertainment" in this Code.

In the event that you believe that a conflict of interest exists, please contact your supervisor, or if there is any reason why contacting your supervisor would not be appropriate (such as his or her involvement with the conflict of interest), you should contact the Company's toll-free Ethics Hotline at 866-421-0831 (in the Netherlands +800-228-62-842). Nothing in this Policy prohibits employees from reporting possible violations of federal law or regulation to any governmental agency or entity, including the SEC, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Employees do not require prior authorization of the Legal Department and are not required to call the Company's Ethics Hotline before making any such reports or disclosures.

7. QUALITY AND SAFETY OF PRODUCTS AND SERVICES

Our mission is to continually improve the quality and maintain the safety of our products and services and to exceed customer expectations by actively seeking and valuing input from employees, customers and suppliers. As such, we have committed ourselves to the following:

- Understanding and responding to our customers' needs and expectations,
- Continuously improving our systems of production to always generate safe products of high quality,
- Developing a highly-trained and motivated workforce with full accountability and responsibility, and
- Establishing long-term relations with responsible suppliers.

8. RESPECTING COPYRIGHTS AND INTELLECTUAL PROPERTY

Copyrighted materials and intellectual property belonging to others provide valuable information to aid in the conduct of Omega Protein business. We respect the owners' rights to these materials. Therefore, we may not make unauthorized copies or modifications to copyrighted material or disseminate intellectual property of others.

Copyright laws protect many materials we use in the course of our work. Audio and videotapes, trade journals, books and magazines are some examples of these materials. Presentation slides, training materials, management models or other materials prepared by outside consultants or organizations may also be copyrighted. We may not distribute or alter copyrighted materials owned by others without a valid license or other prior permission of the copyright owner or its authorized agent. It is not always easy to determine if such permission exists, therefore, if you have any doubts, you should discuss these issues with the Omega Protein Legal Department.

It is against our policy to reproduce copyrighted software, documentation or other materials without permission. Only legitimately purchased, original software may be installed onto a company computer. Any and all copying of software is restricted to the provisions of the applicable software license agreement.

Just as we expect that people having Omega Protein's confidential information will protect it, we must respect the proprietary information and trade secrets of others, including our customers and suppliers. We may not disclose any proprietary information of customers or suppliers under any circumstances, unless authorized by the owner of that information or approved by the Omega Protein Legal Department. In addition, new employees must not use or divulge the proprietary information of their former employers.

9. ENVIRONMENTAL AND RESOURCE SUSTAINABILITY PRINCIPLES

We must seek to balance our business interests with initiatives to protect our land, water and air. In fact, the future of our business closely depends upon our ability to do so. This recognition forms the basis of our commitment to sound environmental and resource sustainability principles.

Omega Protein supports programs and practices ensuring that its operations are conducted in an environmentally sound and sustainable manner. We communicate and reinforce accountability for environmental stewardship and sustainability of resources throughout the Company. We perform our business in adherence to our guidelines and all applicable laws and regulations governing environmental protection and safety, as well as sustainability of the world's natural resources.

10. FAIR EMPLOYMENT

The Company is an equal-opportunity employer which provides employment opportunities as they arise to all qualified persons. We recognize that one of our Company's most important resources is its employees - the men and women whose commitment, creativity, skills and energy are central to our business goals. We encourage a teamwork approach, working together to maximize our professional growth and satisfaction.

It is important that our workplace is free from all forms of discrimination, intimidation and harassment. An environment where individuals can maximize their potential is only possible when each person is treated fairly and with respect.

Our individual behavior contributes to a positive work environment. Violence in the workplace destroys healthy work environments and is not tolerated. We must never bring weapons or terroristic devices of any kind into the workplace.

If you have any questions concerning fair treatment or discrimination, feel free to contact your Human Resources

Manager.

11. FAIR TRADE PRACTICES

We view companies engaging in free and fair competition as building blocks benefiting both those companies and society. We will not engage in any activity that unfairly or illegally impacts our customers, suppliers or competitors.

Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

We make all decisions on pricing, terms of sale and whether to buy or sell based on supply and demand, our costs, Omega Protein's need and market conditions. Such decisions are *never* made in conjunction with any competitor. Market conditions include the global market for that product and related products, as well as national, regional and local factors affecting the markets for those products.

Omega Protein employees may not engage in any scheme to defraud anyone out of money, property or honest services. We only pay fair and reasonable prices for goods and services actually received. In some countries certain laws prohibit particular conduct regarding irregular payments. Those laws may not be enforced in practice. Despite local law or enforcement practices, those payments can be illegal in the United States and are not acceptable under Omega Protein policy.

12. GIFTS, GRATUITIES AND ENTERTAINMENT

We give and receive gifts or entertainment to build goodwill and sound working relationships among business partners. However, we may not allow such practices to compromise, or even appear to compromise, our ability to make objective and fair decisions.

Gift and entertainment practices vary across the cultures and communities in which we operate. No Omega Protein employee, agent or other representative may give or accept gifts or favors that exceed norms established by local social and/or business customs.

Determining what is appropriate or inappropriate gifts and entertainment is not always easy. We should consider the following questions:

- What is the gift worth?
- Why am I receiving or giving this gift?
- Will accepting this gift potentially affect my decision-making process?
- Am I sure it doesn't violate either Company policy or governmental laws?
- Am I comfortable acknowledging the gift in front of other customers, co-workers or my supervisor?
- Is the gift/entertainment in good taste?
- Is reciprocity expected?

We should never accept gifts, services, travel or entertainment that may reasonably be deemed to affect our judgment or actions in the performance of our duties.

13. INTERNATIONAL OPERATIONS

When we do business in international locations, we may encounter laws, local customs and social standards that differ from U.S. practice. It is our policy to abide by the national standards and local laws of the countries in which we operate.

Being a good citizen on an international basis includes:

- Not seeking to influence any government employee's judgment by promises of gifts or loans or by any other unlawful inducement.
- Conducting our business according to all applicable laws and regulations.
- Asking for guidance from the Omega Protein Legal Department in cases of questions.

At times, applicable laws restrict exports to named countries, sales to certain parties or delivery with respect to specified types of products. To ensure compliance, it is important that all employees involved in exports familiarize themselves with such restrictions regularly. Customers or suppliers may request us to engage in certain boycotts of a country or other party. Generally, we may not honor such requests and any such requests should be referred to the Omega Protein Legal

Department.

14. GOVERNMENT RELATIONS

Where permitted, Omega Protein may make political contributions to appropriate candidates for political office. Omega Protein may also utilize appropriately established Political Action Committees to support the election of candidates for federal office and candidates for state and local office in certain states through campaign contributions. All requests for contributions, regardless of the amount, must be reviewed and approved by the Company's Public Affairs Department.

15. HEALTH AND SAFETY

The health and safety of our employees, customers and the public is a top priority. We are committed to protecting and enhancing their well-being. We strive to prevent injury and illness by adhering to our health and safety programs. The Company's commitment to provide a safe and healthy workplace will only be upheld through the dedication and participation of every employee.

We must abide by all safety rules and sound practices. If anyone asks you to ignore these rules and practices, you should immediately contact your supervisor or your Safety Manager. We should continually watch for unsafe conditions and immediately discuss concerns with the facility manager or your Safety Manager.

We must promptly advise the Company of any accident, injury or other situation presenting any danger of injury. This information will help us prevent employee injuries and provide any necessary assistance.

We are each responsible for ensuring the timely correction of safety deficiencies. Please discuss any concerns or suggestions with your manager or your Safety Manager.

As part of maintaining a healthy and productive work environment, we must abstain from the misuse of any substance that may impair judgment or performance. We can only achieve an accident- and injury-free work environment through the combined efforts of everyone.

16. INSIDER TRADING

Omega Protein is a public company with its shares traded on the New York Stock Exchange. To promote fairness and integrity in financial markets, as well as to comply with the law, you must refrain from trading securities based on material information which is known to you because of your employment or association with Omega Protein.

"Material" information is generally regarded as information that a reasonable investor would think is important in deciding whether to buy, holds or sell the security. In short, it is any information that could reasonably affect the price of the security.

Specific examples of possible material information are sales results, earnings, dividend actions, strategic plans, new products, important personnel changes, acquisition and divestiture plans, marketing plans, joint ventures, big lawsuits and government actions. "Non-public" means information not available to the investing community or the public at large.

Likewise, we must not give inside information to someone else, including friends or relatives. If such persons act on the information you give, both of you may be violating the law and be subject to severe penalties.

All officers, directors and certain additional employees identified by Omega Protein are subject to a pre-clearance procedure by the Company whenever such persons elect to buy or sell Omega Protein securities (including stock option exercises).

If you have any questions concerning insider trading, contact the Omega Protein Legal Department.

17. MEDIA CONTACTS

Only authorized officials of the Company are permitted to respond to inquiries for Company information from the media, the financial community, investors and others, and employees should promptly refer all such inquiries to the Company's corporate headquarters.

18. ELECTRONIC COMMUNICATIONS

Electronic communications by fax, voice or network are powerful tools for collecting information and facilitating worldwide communication. Omega Protein's policy requires such communications to be used during normal business hours for legitimate business activities and treated with an appropriate level of care.

The following electronic communications guidelines affect all users. Those who do not comply may lose usage privileges, in addition to being subject to other possible disciplinary actions.

No one may display, store, send, receive or print discriminatory, harassing or other inappropriate material on Company owned computers or networks. We should use Company electronic communications with discretion as to time consumption and business need.

Use electronic communications with the same level of care as hard copy communications. This information is potentially long-lived and may be subject to legal discovery. Consult the Legal Department regarding electronic communications transmissions containing legally privileged information. The destruction of electronic communications data relevant to any actual or anticipated litigation is prohibited. We must not use electronic communications for bulk e-mail delivery or chain letters.

Omega Protein may, from time to time, access any Company provided electronic communications without consent.

19. PERSONAL AND BUSINESS INFORMATION

There are many ways in which both personal and business information may leak out to non-Omega Protein sources. We, as employees, have a shared responsibility in assuring that information remains private. Omega Protein recognizes that corporate responsibility to safeguard information concerning its employees. Omega Protein also asks employees to recognize their responsibility to keep private information out of the workplace to avoid disclosure.

Omega Protein operates on the firm belief of respect for employee privacy and dignity. Omega Protein acquires personal employee information necessary for effective operations or where it is legally permissible or required. Only those with a recognized "need-to-know" may access such information.

At times, the Company may need to access or disclose information or items that are entrusted to or maintained by individual employees. If you have personal information which you do not desire disclosed to Omega Protein, do not bring it on Omega Protein property or allow Omega Protein access to it. Company property includes but is not limited to desks, lockers, phones, computers, electronic communications, Company telephone records, Company credit card records, etc.

20. ETHICS HOTLINE

As Omega Protein employees, we are responsible for ensuring the business of Omega Protein is conducted within our Code of Business Conduct and Ethics. The standards contained in the Code are not new to Omega Protein. High standards of integrity are integral to our way of doing business. This document, while not intended to be all-inclusive, serves as a guide to assist us in making appropriate decisions.

Your manager is usually the best source of information regarding questions relating to Omega Protein's business standards. In those cases where, for whatever reason, you are not comfortable in raising the issue with your manager, the Company has other resources to assist in resolving concerns.

The toll-free 24-hour Omega Protein Ethics Hotline has been set up for employees to report possible violations of law or Omega Protein policy. The toll-free number is 866-421-0831 (in the Netherlands +800-228-62-842).

Employees who raise issues in good faith relating to misconduct through these corporate channels can rest assured that their concerns will be taken seriously and will be promptly investigated. The individual raising the concern, and all who are affected, will be treated fairly and protected from retaliation. When using the Hotline, employees may remain anonymous. However, bear in mind that in some cases anonymity may hinder a full investigation of the issue. If you do choose to remain anonymous, please be sure to provide a sufficiently detailed description of the factual basis of the allegation so that the Company can perform an appropriate investigation.

When appropriate, Omega Protein will fully investigate each allegation. This may include talking to employees directly involved, as well as others who may possess information pertinent to the situation. Omega Protein employees must cooperate with an investigation if one occurs.

21. WAIVERS

If, for some extraordinary reason, you believe that a waiver of a provision of this Code of Business Conduct and Ethics is necessary for a particular situation, please contact your supervisor, who will begin the process of having the issue evaluated by the appropriate persons within the Company. **Any waiver of this Code must be in writing and signed by the Chief Executive Officer of the Company.**

In addition, any waiver of any provision of this Code for an officer or director of the Company may be made only by the Company's Board of Directors or an appropriate committee of the Board. Any such waiver for an officer or director must also be disclosed promptly to the stockholders of the Company.

22. MISCELLANEOUS

Omega Protein proactively promotes ethical behavior. Employees are encouraged to talk to supervisors, managers, or other appropriate personnel when in doubt about the best course of action in a particular situation.

We are all responsible for being familiar with the standards contained in this Code of Business Conduct and Ethics. In addition, all managers are responsible for ensuring their employees understand and abide by this Code of Business Conduct and Ethics. In addition to this Code, Omega Protein has adopted a number of individual policies to further clarify certain topics which are generally contained in the Omega Protein Employee Handbook or the Omega Protein Policies and Procedures Handbook. Management may amend, delete or add to written policies from time to time.