

## **CAL-MAINE FOODS, INC.**

### **CODE OF ETHICS FOR DIRECTORS, OFFICERS AND EMPLOYEES**

This Code of Ethics has been adopted by the Board of Directors of Cal-Maine Foods, Inc. and is applicable to the Company's Directors and all officers and employees of the Company and its subsidiaries. This Code of Ethics is specifically applicable to the Company's Directors and to its Chief Executive Officer, Chief Financial Officer and Controller (together "Senior Officers"). The Company's Directors, Senior Officers and other officers and employees are collectively referred to as "Cal-Maine Personnel."

The Company is committed to conducting its business in compliance with all applicable laws, rules and regulations and in accordance with high standards of business ethics. It is equally committed to full and accurate financial disclosure in compliance with all applicable laws. No code of ethics can substitute for the thoughtful and dedicated discharge of their responsibilities by the Company's Directors, Senior Officers and employees. This Code is, however, intended to inform and guide Cal-Maine Personnel in their actions, to focus the attention of all Cal-Maine Personnel on areas of ethical concern, to provide guidance to all Cal-Maine Personnel as they address business and ethical issues, to establish a mechanism for reporting instances of unethical or inappropriate conduct and to foster a culture of honesty and accountability.

#### Special Obligations of Directors and Senior Officers

Directors and Senior Officers must not only comply with applicable law and act in an honest and ethical manner, but Directors and Senior Officers also have a leadership responsibility to create a culture of high ethical standards, to encourage commitment to legal compliance, to maintain a work environment that encourages Company employees to raise concerns and to assure prompt attention to employee compliance concerns.

#### Insider Trading and Tipping

United States federal and state securities laws prohibit insider trading, that is, buying or selling Company securities at a time when they possess "material nonpublic information" relating to the Company. Material nonpublic information is information about the Company that is not known to the general public and that a typical investor would consider important in making a decision to buy, sell or hold the Company's securities. Officers and directors who possess any material nonpublic information must refrain from buying or selling the Company securities until after the information has been disclosed to the public and absorbed by the market. Officers, directors, and other persons within the Company with early knowledge of quarterly financial results must refrain from buying or selling the Company stock from until after the Company publicly announces its quarterly results through a press release or files its Quarterly Report on Form 10-Q.

Passing material nonpublic information to someone else who may buy or sell securities, which is known as "tipping," is illegal, as is trading securities on the basis of a tip received.

Officers and directors must always be aware of and comply with securities laws and regulations. Insider trading and tipping are prohibited, and officers and directors should report any such conduct of which they become aware. Persons who engage in insider trading or tipping may be liable under civil and criminal federal and state securities laws.

As a matter of Company policy, officers and other Company employees whose responsibilities include access to corporate financial results should never sell Company stock short or trade in options on the Company stock other than options granted under the Company's stock option plan.

#### Reports of Beneficial Ownership and Transactions in Company Securities

Each person who becomes an executive officer or director of the Company must file with the SEC a report on Form 3 disclosing their beneficial ownership of Company equity securities, including stock, stock options and warrants, and any right or arrangement to acquire any of those securities. Executive officers and directors must disclose each acquisition or disposition of Company securities by filing a report on Form 4 with the SEC no later than the second business day after the transaction. Executive officers and directors must also file annual reports of their beneficial ownership of Company securities on Form 5.

#### Compliance with Laws, Rules and Regulations (including Insider Trading Laws)

All Cal-Maine Personnel are required to comply with the applicable laws, rules and regulations of the countries, cities and states that govern the conduct of the Company's business and to report any suspected violations in accordance with the Company's reporting procedure. Cal-Maine Personnel must seek advice from the Company's General Counsel when they are unsure about what such laws, rules and regulations require in specific cases.

#### Conflicts of Interest

For the purposes of this Code, a "conflict of interest" occurs whenever a Cal-Maine Personnel's private interests interfere in any way - or even appear to interfere in any way - with the interests of the Company. Such a conflict of interest may arise when any Director, Senior Officer or employee has interests or takes action that may make it difficult for that individual to perform his or her responsibilities to the Company objectively and effectively. Such conflicts may also arise when any such Cal-Maine Personnel, or a member of his or her family, receives or is offered or promised improper personal benefits, including loans to or guarantees of any obligation of the Cal-Maine Personnel, as a result of his or her position as a Director, Senior Officer or employee of the Company.

The obligation of Cal-Maine Personnel to conduct the Company's business in an honest and ethical manner includes the ethical and open handling of any actual, apparent or potential conflict between that individual's personal and business relationships and the interests of the Company and bars the Cal-Maine Personnel from acting in a way that is adverse to the Company's interests. Accordingly, before making any investment, accepting any position or benefit, participating in any transaction or business arrangement or otherwise acting in a manner

that creates or appears to create a conflict of interest, Cal-Maine Personnel must make full disclosure of all relevant facts and circumstances to, and obtain the prior written approval of the Company's General Counsel. The General Counsel shall report annually to the Audit Committee of the Board of Directors concerning such disclosures.

### Corporate Opportunities

Cal-Maine Personnel owe a general duty to advance the Company's interests when the opportunity to do so arises. Accordingly, Cal-Maine Personnel are prohibited from taking for themselves or for members of their families' business opportunities they discover by reason of their positions with the Company or through the use of Company property or information without the prior approval of the Board of Directors. Cal-Maine Personnel may not use Company property, information or positions for improper personal gain. Cal-Maine Personnel are prohibited from competing, directly or indirectly, with the Company or from taking actions that will disadvantage or impair the legitimate interests of the Company.

### Confidentiality

For the purposes of his Code, "confidential information" includes all non-public information which, if disclosed, might be of use to competitors or harmful to the Company or its customers. Cal-Maine Personnel must maintain the confidentiality of confidential information they obtain from or through the Company or its customers, except where disclosure is mandated by applicable laws, rules or regulations or authorized by the Company's Chief Executive Officer or its General Counsel.

### Fair Dealing

The Company strives to compete and to succeed through superior performance and products and without the use of unethical or illegal practices. Accordingly, Cal-Maine Personnel should respect the rights of, and should deal fairly with, the Company's customers, suppliers, competitors and employees and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or any material misrepresentation. For example, Cal-Maine Personnel should not (i) give cash (or cash equivalent) gifts to any person or entity in the course of their work for the Company; (ii) spread rumors about competitors, customers or suppliers that the Cal-Maine Personnel knows to be false, (iii) intentionally misrepresent the nature or quality of the Company's products and services; or (iv) otherwise seek to advance the Company's interests by taking unfair advantage of anyone through unfair dealing practices.

Cal-Maine Personnel shall not accept any significant gift or benefit from any customer of, or vendor doing or seeking to do business with, the Company. Provided, however, that a business lunch or dinner shall not be deemed to be significant unless clearly beyond the ordinary, and, similarly, a small gift at Christmas or a similar occasion. Trips or accommodations paid by vendors should be approved by the CEO, President or CFO.

## Protection and Proper Use of Company Assets

The Company's assets should be dedicated to the advancement of its corporate purposes and used for legitimate business purposes. Carelessness, waste, misuse or theft of Company assets can have a direct impact on the Company's profitability. Accordingly, Cal-Maine Personnel should seek to protect those assets and ensure their efficient use. Company assets should not be used for non-Company business or any personal purposes, except that, subject to a rule of reason, incidental personal use of such assets may be permitted.

The obligations of Cal-Maine Personnel to protect the Company's assets includes its proprietary information, e.g., intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas and processes, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of such proprietary information could impair the Company's interests and violate Company policy. Such use or distribution may also be illegal and could result in civil or even criminal penalties.

## Reporting of Illegal or Unethical Behavior

Senior Officers are encouraged to consult with the Company's General Counsel or its Board of Directors, and all Cal-Maine personnel are encouraged to consult with their supervisors, managers, the General Counsel or other appropriate personnel about any observed illegal or unethical behavior or whenever they are in doubt about the best course of action in a particular situation. Cal-Maine personnel must promptly report any suspected violation of any applicable law, rule or regulation or of this Code to the Company's General Counsel, or the Cal-Maine Disclosure Committee. The Company will not retaliate or allow retaliation against any Cal-Maine Personnel as a result of his or her good faith report of any suspected violation of any applicable law, rule or regulation or of this Code. Cal-Maine Personnel must fully cooperate in any internal investigation of alleged misconduct.

## Special Disclosure Obligations of Senior Officers

The Company's policy is to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws, rules and regulations in all reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by or on behalf of the Company. Accordingly, each Senior Officer has the following specific responsibilities with respect to the Company's financial reporting and public disclosures:

- Each Senior Officer shall seek to ensure that the Company's financial statements and other disclosures comply with all applicable laws, rules and regulations.
- Each Senior Officer shall promptly bring to the attention of the Company's Disclosure Review Committee any material information of which he or she becomes aware that affects the disclosures previously made by the Company in its public filings.

- Each Senior Officer shall promptly bring to the attention of the Company's Disclosure Review Committee and its Audit Committee any information he or she may have concerning (1) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and (2) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- Each Senior Officer shall promptly bring to the attention of the Company's General Counsel and its Audit Committee any information he or she may have concerning any employee's effort to improperly influence, coerce, manipulate or mislead any independent public accountant or internal auditor engaged to audit or review any of the Company's financial statements or books and records.
- Each Senior Officer shall promptly bring to the attention of the Company's General Counsel and Audit Committee any information he or she may have concerning any violation of this Code by any member of management or any other employee who has a significant role in the Company's financial reporting, disclosures or internal controls.
- Each Senior Officer shall promptly bring to the attention of the Company's General Counsel and Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.

### Accountability

This Code is a statement of the Company's fundamental principles, policies and applicable procedures. The Code is not intended to and does not create any rights in any employee, customer, supplier, competitor or shareholder of the Company or any other person or entity. The Board of Directors, through its Audit Committee, shall hold each Cal-Maine Personnel accountable for any violation of this Code. Sanctions for any such violation may include being relieved of his or her duties and/or termination of employment. The Audit Committee shall determine, or shall designate appropriate persons to determine, appropriate action in response to any violations of the Code.

### Waiver

Compliance with any provision of this Code may be waived only by the Board of Directors of the Company or the Audit Committee upon full disclosure of all relevant facts by the Cal-Maine Personnel who seeks such a waiver. Any such waiver will be promptly disclosed as and to the extent required by applicable law or regulations.