

Code of Business Conduct

DO THE **RIGHT** THING

A Message from Bob Hurley Our President and Chief Executive Officer



Beckman Coulter is committed to operating excellence and the highest standards of business integrity. Our many stakeholders around the world – including patients, customers, regulators and shareholders – expect nothing less from us.

For over 75 years, our reputation for integrity and ethical business practices has served as the foundation for our continuing success in the biomedical testing industry. As employees of Beckman Coulter, we all share a responsibility to protect, preserve and promote that reputation. No matter what our role, each one of us can make an impact.

This Code of Business Conduct sets forth the core ethical standards that we expect every employee at all levels of the Company to follow. It is founded on our Company's values of integrity, leadership and teamwork. The Code is not intended to provide an exhaustive list of all rules that govern our daily activities. Rather, it should serve as a guideline for ensuring that our conduct every day, worldwide, is consistent with the highest ethical standards.

Each one of us is expected to know and to follow the Code, and to actively participate in ensuring that our operations are consistent with its letter and spirit. The Code provides resources for addressing the ethical issues we may confront in our daily activities. Please take the time to understand the Code and to seek answers to any questions you may have.

There may be situations where we observe decisions or conduct that appear to violate the law, this Code or Beckman Coulter's policies and procedures. In such situations, we each have a responsibility to raise our concerns either to supervisors or through other available channels for communication. Beckman Coulter's reputation for integrity is in our hands.

As we work together to differentiate ourselves from the competition and to make a positive impact on the quality of healthcare around the world, we must remember always to do the right thing!

Bob Hurley
President and Chief Executive Officer

Who We Are

We operate in a global business environment that is changing at a rapid pace. Regardless of the climate of change, our conduct here at Beckman Coulter should always be guided by the core principles that define our Company:

OUR INSPIRATION

We are dedicated to improving patient health and reducing the cost of care.

OUR VALUES

Integrity

Always do the right thing, and respect everyone you meet on the job. Own your actions, even when they fall short of expectations. Be accountable.

Leadership

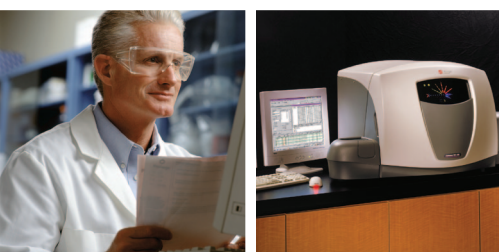
Make things happen. Based on your skills, experience and inspiration, push the company to achieve something remarkable.

Teamwork

Deliver on your commitments to the team and help others excel at theirs. Make sure your requirements are clear, so team members can act with confidence and commitment.



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Our Responsibilities as Employees of Beckman Coulter



UNDERSTANDING OUR CODE OF BUSINESS CONDUCT

This Code of Business Conduct embodies our commitment to the highest standards of integrity and excellence. It should guide all of our daily activities and interactions, whether they impact or involve patients, customers, suppliers, government agencies, shareholders or fellow employees.

This Code applies to all Beckman Coulter employees, worldwide, regardless of position or location, including the Chief Executive Officer, Chief Financial Officer, Corporate Controller, any persons performing similar roles and members of our Board of Directors. Recognizing that laws vary from country to country, it is not the purpose of this Code to set out all of the laws and regulations that apply to us globally, or to identify every ethical or legal issue we may face in our roles at the Company. This Code is also not intended as a substitute for good judgment and common sense.

The purpose of this Code is to serve as a resource for ensuring our everyday decisions, actions and interactions are guided by ethical principles. In addition to following this Code, we all have an obligation to understand and follow the laws, regulations and rules that apply to our operations, as well as to follow all applicable Company policies and procedures. Failure to satisfy these expectations could result in disciplinary action as permitted under local law up to and including termination.¹

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Q Does this Code apply to everyone working for Beckman Coulter?
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A The Code of Business Conduct applies to all employees, officers and directors of Beckman Coulter, regardless of job title or location.

The Company also expects all individuals and organizations working on its behalf, such as consultants, agents, distributors and suppliers, to adhere to the ethical standards set out in this Code.

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¹ Compliance with this Code is a condition of employment, and does not modify the "at will" employment relationship in "at will" employment jurisdictions. Beckman Coulter may amend, supplement or discontinue this Code without prior notice at any time.

DOING OUR PART TO PROMOTE COMPLIANCE

Personal Accountability

Each of us has responsibility for preserving the reputation of our Company and maintaining the trust of our stakeholders and of society. Our conduct must at all times be consistent with the highest standards of integrity and excellence, regardless of where we work or what our roles require. And in everything we do, we must stay mindful of our potential to impact patient health.

Sometimes we are faced with ethical dilemmas where the appropriate course of conduct may not be immediately clear. In such situations, we should ask ourselves questions such as the following:

- Am I violating the law or the Company's policies or procedures?
- Am I displaying conduct consistent with Company values?
- Would I feel comfortable revealing my conduct to my colleagues, my friends or my family?
- Would I feel comfortable having my conduct reported by the media?
- How will my conduct impact patients, our customers or our shareholders?
- Would I support my decision becoming industry standard?
- Do I need more information or guidance on how to do the right thing in this situation?

Ethical Leadership

Each of us plays a leadership role in promoting excellence and ethical business conduct, and we must consistently lead by example. We are responsible for understanding and following the requirements of this Code; all Company policies and procedures and all laws, rules and regulations that apply to us. We also are responsible for ensuring that issues or concerns related to ethics and compliance are brought to light and addressed appropriately. For those of us with management responsibilities, this includes ensuring appropriate employee training and creating an open work environment that encourages two-way communication without fear of criticism or retaliation.



Our Resources for Seeking Guidance and Reporting Concerns

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Q I think one of my coworkers might be doing something unethical, but I'm not entirely sure. Should I keep quiet since I could be wrong?

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A If something doesn't feel right to you, it is important that you always voice your concerns. While your concern may ultimately turn out to be unfounded, you will never be penalized for reporting a concern in good faith. When in doubt, speak up.

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RAISING QUESTIONS AND REPORTING CONCERNS

Our commitment to integrity and excellence requires vigilance on the part of each of us. If we have reason to believe there may have been or will be a violation of a law or regulation, a Company policy or procedure or this Code, we have a responsibility to raise our concerns through appropriate channels. We are urged to report our concerns even if we are not certain that there has actually been a violation.²

We have several options available to us for reporting ethics or compliance concerns or raising questions:

- We can speak with our supervisor
- We can speak with our Human Resources representative
- We can contact the Office of Compliance at compliance@beckman.com
- We can call the Do the Right Thing ("DTRT") Compliance Communication Hotline

Generally, our supervisor should be our first line of communication. However, we are all encouraged to use whichever communication channels we feel are most appropriate given the situation. We also have the option of reporting our concerns anonymously through the DTRT Compliance Communication Hotline.

It is important to remember that any employee who reports a potential violation or raises a compliance concern in good faith is doing the right thing. ***Beckman Coulter will not tolerate any form of retaliation against an employee who makes a good faith report.***

It is the policy of Beckman Coulter that all reports of non-compliance will be investigated objectively, fairly and promptly.

² To the extent that the laws of a particular country prohibit reporting obligations, employees are encouraged, but not required, to report any violations of which they may become aware.

THE DTRT COMPLIANCE COMMUNICATION HOTLINE

The DTRT Compliance Communication Hotline (the “DTRT Hotline”) is staffed by an independent third party workplace reporting service and may be called from most major Beckman Coulter facilities 24 hours a day, seven days a week. Any information that we provide in a report through the Hotline will be shared only with those individuals who are required for purposes of investigating the issue, and where appropriate, taking corrective action. If we elect to identify ourselves when reporting a concern, we can receive feedback on the outcome of the investigation, as appropriate. However, anonymous reports are welcome.

Country specific access numbers are available on the Do The Right Thing site on the Company’s intranet.

PROTECTION AGAINST RETALIATION

In addition to our responsibility to report potential compliance issues, we also have a responsibility to ensure that we maintain an open and honest environment that allows for two-way communication. Employees must feel comfortable raising their concerns in good faith, even if their concerns ultimately turn out to be mistaken or misplaced.

Allegations of retaliation are taken very seriously and will be fully investigated. In cases where retaliatory conduct is found to have occurred, the Company will take disciplinary action up to and including termination.

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Q I discovered that some of my co-workers are engaging in fraudulent activities and members of senior management may also be involved. I want to fulfill my reporting obligations, but I am worried that I could be fired for causing trouble. What should I do?

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A You should be assured that you will not be fired for raising compliance concerns in good faith. Retaliatory conduct will not be tolerated at Beckman Coulter. If something comes to your attention that you believe should be reported, you have a responsibility to communicate that information. You should consider speaking with your manager first. However, if you don’t feel comfortable speaking with your manager, you may choose one of the other available communication channels. When reporting through the DTRT Hotline you also have the option of anonymity.

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Our Commitment to Patient Health and Product Excellence



We are committed to delivering world class products for patient healthcare by adhering to rigorous standards of quality and excellence.

PRODUCT QUALITY

Beckman Coulter is a recognized leader in the biomedical testing industry and has a proven track record of delivering superior products that simplify, automate and innovate complex biomedical testing. Every day, around the world, our products are trusted to generate information that healthcare professionals use to diagnose disease, make treatment decisions and evaluate patient health. The safety, effectiveness and reliability of our products, systems and procedures is therefore of paramount importance.

It is our unwavering commitment to adhere to rigorous standards of quality and excellence – and it is the function of every employee to uphold and champion that commitment. Our many stakeholders, including patients, expect nothing less of us.

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Q A customer has complained to me over the phone about the reliability of one of our instruments. What should I do?
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A We must always strive to meet or exceed customer expectations. Whenever a customer complaint is received, that complaint must be reported, reviewed, evaluated and investigated as required under applicable customer feedback procedures. Be sure to notify your supervisor immediately of the complaint or report the complaint through other available communication channels.
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Q My supervisor has told me to disregard certain regulatory testing requirements so that we can launch our new product as scheduled. He assured me that the regulatory requirements are unimportant and will not impact product quality, but I still have concerns. Since he is my supervisor, should I follow his instruction?

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A No. Your supervisor's request that you disregard regulatory testing requirements is inappropriate. Each of us has a responsibility to uphold Beckman Coulter's commitment to rigorous standards of quality and excellence. Quality and regulatory compliance must never be compromised for any reason. You should report your concerns to the Office of Compliance or through the DTRT Hotline.

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As Beckman Coulter employees, we have a responsibility to ensure that the Company complies fully with all applicable legal and regulatory requirements in the countries in which we operate (such as the Food and Drug Administration ("FDA") regulations in the United States or the Ministry of Health, Labour and Welfare ("MHLW") regulations in Japan). We also have a responsibility to continuously strive for excellence in our products, systems and procedures, and to drive continuous improvement. Our employees are expected to:

- Follow the Quality Management System and all related Company policies and procedures
- Immediately report any actual or potential quality issues of which we become aware to our supervisor, other appropriate personnel or via the DTRT Hotline
- Promptly report all potential or actual adverse events
- Always understand and strive to meet or exceed customer expectations
- Ensure that all third party suppliers, vendors and contractors with which we do business adhere to the same high quality standards that are set out in our Quality Management System

Refer to the [Quality Management System Policy](#) for further guidance.

RESPONSIBLE MARKETING AND PROMOTION

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Q We know one of our products can be useful in identifying the presence of certain antibodies, but the specific use of the product has not been approved by FDA or included in published product specifications. Can't we tell our customers about this additional benefit in sales meetings?

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A No. We must never promote our products for uses that have not been approved by appropriate regulatory authorities. Unsupported or unapproved product claims could actually lead to inaccurate medical conclusions that ultimately could have a negative impact on patient health.

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We are proud of our world-class products and services and are committed to ensuring that they are marketed and promoted accurately and responsibly. In all our promotional activities, we are required to:

- Follow the letter and spirit of all applicable laws and regulations
- Fairly and accurately describe our products in a manner that is consistent with published specifications
- Ensure any performance claims are fully supported by adequate scientific evidence
- Never promote, or urge others to promote, our products for uses that have not been approved by appropriate regulatory authorities

Promotional activities conducted through new media channels (such as social networking sites or blogs) are equally subject to these requirements.

If we refer to the products and services of our competitors in marketing and promotions, we must be careful to avoid unfair criticisms or claims that could be construed as deceptive, untruthful or disparaging. Comparisons with competing products must be supported by adequate and reliable scientific data. Moreover, before making any statements about our competitors, it is important to consider local law. The rules and regulations of some countries severely restrict, and may actually prohibit, statements about competitive products or services.

Refer to the [Promotional Activities Policy](#) for further guidance.



OUR ENVIRONMENT, HEALTH AND SAFETY

Beckman Coulter conducts business and operates facilities all over the world. As a responsible corporate citizen, Beckman Coulter is committed to the health and safety of our employees and to protecting the environment by complying fully with the letter and spirit of all applicable safety and environmental laws and regulations.

It is our objective to reduce the impact of our products, operations and activities on the environment; to minimize waste and harmful emissions from our products and facilities and to ensure the careful and controlled handling of hazardous substances.

In product development, we proactively pursue sustainable technologies and consider environmental factors throughout the product lifecycle, including raw materials, reagent formulation, energy use and end-of-life disposal.

Each of us is expected to follow the environmental, health and safety regulations and policies that apply to our activities and operations.

Refer to the [Environmental, Health & Safety](#) site on the Company's intranet for further guidance.



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Q I am familiar with best practices for the handling and storage of hazardous substances and think there are areas where our employees are taking unnecessary risks. Is it my place to say anything? Who would I talk to?
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A As we strive for continuous improvement in all aspects of our business, every employee is encouraged to raise concerns they may have about existing practices. This is particularly important if such concerns relate to issues that could impact the health and safety of employees, patients or other individuals. You should communicate your concerns to your supervisor or, if you prefer, through the DTRT Hotline.
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Our Commitment to Commercial Integrity



We are committed to vigorous competition in the marketplace while ensuring our professional interactions are always consistent with the highest levels of business integrity.

RELATIONSHIPS WITH HEALTHCARE PROFESSIONALS

Ethical relationships with professionals in the field of healthcare, such as laboratory technicians, physicians and other healthcare providers, are critical to patient health and are demanded by our Company values. We recognize that the primary responsibility of a healthcare professional is to act in the best interests of the patient. Therefore, our actions must never interfere with the independent medical judgment of a healthcare professional. Beckman Coulter is committed to protecting the integrity of its relationships with healthcare professionals to ensure that the needs and health of patients always come first.

Relationships with healthcare professionals are heavily regulated around the world. Such regulations include specific rules covering payments or other benefits given to healthcare professionals, such as gifts, meals, entertainment and trips. Improper payments or benefits can result in severe penalties and sanctions. Rules governing interactions with healthcare professionals can vary significantly from country to country, and it is important that each of us understands and fully complies with all such rules in the countries in which we operate.

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Q Can I hire a renowned physician in Europe to consult on one of our product development projects?
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A Yes. It is appropriate to hire a physician as a consultant provided he or she is providing legitimate consulting services and is receiving fair market value for these services. There should be no suggestion that such a consulting arrangement is intended to influence a decision to purchase or promote any of our products.
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In general, our relationships with healthcare professionals should always be governed by the following standards:

- We must not interact with healthcare professionals in a way that could be reasonably interpreted as an improper inducement
- Payments and other benefits provided to health care professionals should be clearly documented
- Payments or other benefits to healthcare professionals must not be intended to improperly influence, either directly or indirectly, a decision to purchase, lease, recommend or promote the products or services of Beckman Coulter
- Payments to healthcare professionals must not exceed fair market value for the services performed and must be for legitimate purposes

If we are ever in doubt as to what constitutes an appropriate interaction with a healthcare professional, we should contact the Office of Compliance or the Law Department.

For interactions in the United States, refer to the Interacting with U.S. Healthcare Professionals Policy.

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Q I am in the research group, and a member of the commercial sales team is pushing me to enter into a consulting relationship with one of his customers, a healthcare professional. I don't really have an identified need for this consulting service, but I want to support sales efforts as best I can. Would it be okay for me to hire the consultant, assuming I can find an area where his services might be useful?

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A No. Healthcare professionals should be hired as consultants only if there is a pre-identified business need for such services.

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RELATIONSHIPS WITH THIRD PARTIES

As an integral part of our commercial operations, Beckman Coulter often enters into agreements with third parties, such as distributors, consultants or agents, to develop sales opportunities, to cultivate customer relationships or to fulfill delivery and service obligations. Such third parties act on behalf of Beckman Coulter in the marketplace, representing our interests as well as our values. For this reason, it is important to carefully select and monitor third parties to ensure that all business activities undertaken on Beckman Coulter's behalf satisfy our strong ethical standards and commitment to integrity.

All employees who enter into or maintain a relationship with a third party on behalf of Beckman Coulter must:

- Perform adequate due diligence on prospective third parties to ensure they are qualified and reputable
- Enter into written agreements (reflecting competitive market rate compensation) that are reviewed and approved by the Law Department
- Regularly evaluate third party performance against contractual obligations and performance objectives
- Monitor third party compliance with applicable laws and regulations including anti-corruption and export control laws

Third parties and their employees are expected to adhere to the same high standards of business conduct required of our own employees. Conduct and activities that would be inappropriate for Beckman Coulter employees are equally inappropriate if accomplished through third parties.

Refer to the [Third Party Partners Policy](#) and the [Anti-Corruption Guidelines](#) for further guidance.



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Q We've had a long relationship with our distributor and feel we have established a certain level of trust. Is it really necessary to continue to monitor their performance?
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A We have an ethical obligation to monitor all third parties that are acting on behalf of Beckman Coulter to ensure they continue to meet the high ethical standards set out in this Code.
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RELATIONSHIPS WITH GOVERNMENT CUSTOMERS

In some countries, Beckman Coulter enters into contracts with local government for the sale of products or services. Special rules and regulations govern relationships with government customers. Such rules and regulations cover a wide range of topics including: conflicts of interest and business courtesies, anti-corruption, export controls, protection of trade secrets and confidential information and lobbying activities. Also, a government contractor is often required to certify to compliance with certain contractual or policy requirements, such as employment practices, quality procedures, etc. Failure to comply with these special rules and regulations can result in disqualification from government business; and, in certain situations, civil and criminal liability may also result.

If your role involves discussions or negotiations with potential or actual government customers, it is important to be familiar with all applicable rules, regulations and Company policies and procedures.

Refer to the [Anti-Corruption Policy](#) and the [Anti-Corruption Guidelines](#) for further guidance.



BUSINESS COURTESIES

It is sometimes customary for people in business relationships to offer or receive gifts, meals, entertainment, training or other business courtesies. Whether such business courtesies are appropriate depends on the particular circumstances of the exchange and on local laws.

As a general rule, business courtesies are appropriate if given for a legitimate business purpose, including the development of a business relationship, and if they are:

- Modest in value/not lavish or extravagant
- Infrequent
- Unsolicited
- Not cash or cash equivalents (such as gift cards)
- Permitted under local law, regulation or Company policy
- Customary

Business courtesies must never be intended to influence a particular decision or outcome and must never appear to create bias in favor of one party. Depending on the context and local laws, acceptable courtesies may include meals, drinks, holiday baskets, promotional items or sporting events. All gifts and entertainment expenses should be accurately accounted for on expense reports.

If offering or accepting a business courtesy, we must ask ourselves whether public disclosure would reflect poorly on us or on the Company.

If you feel you have been offered an inappropriate gift, or are being asked to provide an inappropriate gift, you should decline and then report the matter either to your supervisor or to the Office of Compliance.

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Q I recently issued a request for proposal to a number of companies for the procurement of a critical product component. Several bidders submitted proposals, and I have not yet finalized my decision. One of the bidders has offered to take me to a sporting event. Can I accept the offer?

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A No. Until a final decision on the RFP is reached and communicated, it would be inappropriate to accept a business courtesy from a potential supplier, as this could appear to influence a particular outcome.

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Business Courtesies Involving Government Officials

When dealing with a government official, either in the United States or internationally, business courtesies are strictly regulated and generally not permissible. In the United States, the federal as well as most state and local governments have strict rules and regulations governing business courtesies to government officials. Similar restrictions exist in countries around the world. Moreover, when dealing with foreign government officials, providing business courtesies could result in liability under the U.S. Foreign Corrupt Practices Act and similar laws of other countries, which prohibit making payments to government officials in order to assist in obtaining or retaining business. We should not provide any business courtesies to a government official (including a contractor acting on behalf of a government entity) unless it has been approved in advance and in writing by the Office of Compliance.

Refer to the [Anti-Corruption Policy](#) and the [Anti-Corruption Guidelines](#) for further guidance.

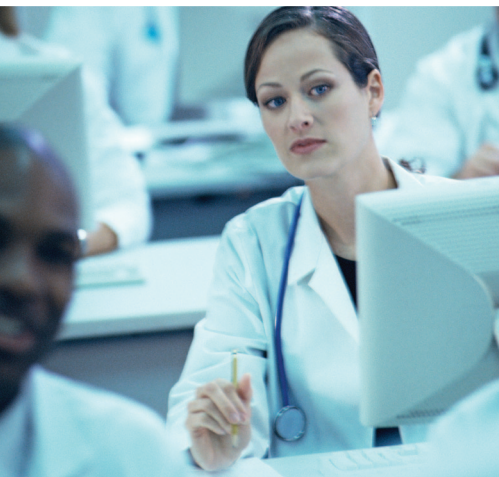


CHARITABLE CONTRIBUTIONS

At Beckman Coulter, we are committed to good corporate citizenship. We conduct business in many communities around the world and believe that such communities should also benefit from our presence. For this reason, we support programs that contribute to the quality of life in the communities where we work and live.

Our business is dedicated to providing quality products that positively impact patient health. However, our commitment to the communities in which we work is broader than that. We support a variety of nonprofit organizations, charities and academic pursuits; and we strongly encourage employee involvement in community-based programs around the world. All proposed charitable contributions to be considered by the Company must first be reviewed by the Beckman Coulter Foundation, as required in the Company Provided Grants and Charitable Donations Procedure, and then routed to the Company for consideration as appropriate.

Refer to the Company Provided Grants and Charitable Donations Procedure and more generally the Anti-Corruption Policy and Anti-Corruption Guidelines for further guidance.



BRIBERY AND CORRUPTION

Beckman Coulter prohibits all forms of bribery and improper payments, whether they involve public officials or private individuals. All employees should be familiar with, and follow, Beckman Coulter's Anti-Corruption Policy and Anti-Corruption Guidelines.

Anti-corruption laws around the world (such as the U.S. Foreign Corrupt Practices Act) prohibit the offering or payment of anything of value to government officials for the purpose of influencing an official decision or act, obtaining or retaining business or securing an improper commercial advantage. A corrupt payment or bribe is not necessarily cash, but can include excessive gifts, entertainment or travel or any other benefit or thing of value meant to influence the action or inaction of a government official. In many countries, government officials include healthcare professionals, such as doctors in a publicly funded system or hospitals owned or controlled by the local government. Certain anti-corruption laws (such as the U.K. Bribery Act 2010) also prohibit commercial bribery.

Our obligations under anti-corruption laws require that we maintain accurate books and records and implement internal accounting controls to prevent concealment of improper payments.

The consequences for failure to comply with anti-corruption laws are serious and include significant fines against the company, loss of export licenses and disqualification from government contracts. Individual employees involved in corrupt activities may face criminal prosecution, monetary fines and/or imprisonment.



Our liability under anti-corruption laws can extend to the corrupt acts of third parties, such as distributors, consultants or agents, acting on Beckman Coulter's behalf. Employees involved in selecting or maintaining business relationships with third parties must exercise due diligence and monitor the third party's performance to ensure compliance with anti-corruption laws. It is important to recognize that we can be held liable for corruption even if we did not actually know, but should have known, of improper payments being made by third parties on our behalf. A failure to engage in due diligence or make inquiries can lead to the conclusion that we should have known of the corruption.

Refer to the Third Party Partners Policy, the Anti-Corruption Policy and the Anti-Corruption Guidelines for further guidance.

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Q A customs official has told me that an additional payment of USD \$200 in cash directly to him will help to get our products into his country faster. We are under significant time pressure to get the products to our customer, and "facilitating payments" are legal in my country. Is it okay to make the payment?

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A No. Beckman Coulter forbids payments of any kind (including "facilitating" or "grease" payments) to a government official for the purpose of affecting an official action, no matter how common, ordinary or small in amount the payment may appear. If you need assistance in expediting the performance of routine governmental actions, such as obtaining a visa or clearing customs, contact the Law Department.

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INTERNATIONAL TRADE COMPLIANCE AND EXPORT CONTROLS

The export and re-export of goods, services and technology from the United States, and other countries, is strictly regulated by law. The terms “export” and “re-export” are broad concepts and can include, for example, the physical shipment of goods cross-border; the transfer of goods, services or technology to a non-U.S. national or the electronic transmission of software or technology. In some cases Beckman Coulter must obtain a license from the government prior to proceeding with an export or re-export.

Beckman Coulter complies with all applicable international trade and export control laws and regulations. Accordingly, we must be certain that every Beckman Coulter export and re-export is permissible under applicable regulations and that we obtain any required license from the government in advance. Failure to do so could result in significant penalties for the Company. We must make every reasonable effort to know our customers and to determine the intended final destination and use of our products.

When conducting business that is subject to requirements to obtain export or re-export licenses, we should take into consideration whether we will be able to fulfill our commitments to our customers and quality commitments throughout the relationship with the customer. Our ability to continue the supply of consumables and take product corrective actions may be subject to government licensing requirements, and the timing and outcome of applications for such licenses may be uncertain.

We do not engage in transactions involving countries, individuals or organizations if such transactions are prohibited by United States or other applicable economic sanctions laws and regulations. As a company headquartered in the United States, we must not cooperate with any international boycott (such as the Arab League boycott of Israel) that is not approved by the government of the United States.

Refer to the [Anti-Boycott Compliance Policy](#) and the [Export Controls Policy](#) for further guidance.



FAIR COMPETITION

Beckman Coulter is committed to free and fair competition. We compete in markets around the world; and our competitive advantage lies in the quality of our products and innovation, our workforce and our values. Our employees are expected always to deal with competitors, customers, distributors, suppliers, other third parties and each other in a fair and honest manner and to follow the letter and spirit of all applicable competition laws and regulations that apply to our business. We must never engage in manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other forms of unfair dealing.

Dealing with Competitors

Competition laws vary from country to country. Generally, these laws prohibit activities that have the effect of restraining free trade, such as agreements with competitors to set prices and price-related terms and conditions, to divide territories or markets or to boycott certain customers or suppliers.

There may be occasions where we find ourselves in contact with competitors and at times perhaps even working with competitors through industry groups or otherwise. In these situations, we must be careful to avoid discussions involving pricing and other terms of sale, production levels, marketing and distribution strategy or boycotts.

If you are asked to engage in such a discussion, or witness other competitors discussing such topics, you should immediately remove yourself from the situation and contact the Law Department.



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Q I recently attended a medical device marketing conference and met a marketing director for one of our competitors. He mentioned an article he had read about Beckman Coulter's plans to launch a new model of testing equipment and asked whether we expect pricing to increase significantly. How should I answer?

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A Under no circumstances should you discuss pricing with a competitor, even in seemingly casual conversation. You should end the conversation immediately and make clear you will not discuss confidential matters regarding pricing or any other commercial strategy.

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Dealing with Customers

Certain sales strategies or contractual restrictions on customers can violate competition laws depending on the circumstances and the country in which the conduct occurs. For example, some laws prohibit any attempt to fix minimum prices or to restrict how and where product may be sold. Depending on the circumstances, it may also be improper to condition the sale of one product on the purchase of another (a practice known as “tying” or “bundling”), to discriminate based on price or to enter into exclusive distributor arrangements. It is important always to follow local law and policy and to seek the advice of the Law Department before establishing pricing or other customer strategies.

Business Intelligence

In order to succeed in the marketplace, it is important to know and understand our competition and the competitive landscape. Therefore, it is often necessary and appropriate to gather information about the activities of our competitors and the marketplace in general. Our competitive strategy, however, must always align with our core values and commitment to integrity and ethical business conduct.

We must never attempt to acquire confidential information about our competitors through improper means, such as through fraud or misrepresentation, bribery or theft. Nor should we ever attempt to gather confidential information about competitors through third-parties that would be inappropriate to obtain directly.

We must always honor our obligations under legitimate confidentiality or non-disclosure agreements.



Our Commitment to Our Shareholders

We are committed to creating shareholder value through growth, quality and operating excellence.

CONFLICTS OF INTEREST

We all have a responsibility to safeguard the integrity of business decisions made on behalf of Beckman Coulter. A conflict of interest arises when our personal interests interfere with our ability to make sound business decisions on behalf of the Company. Objectivity can be compromised when our loyalties are divided between personal interests and obligations to the Company. Even the appearance of a conflict of interest or bias must be avoided.

A conflict of interest can arise in many different situations, such as:

- Holding a significant investment in a company that does business with Beckman Coulter
- Accepting a seat on the board of directors of a company that does business with Beckman Coulter
- Personally benefiting from opportunities or information discovered through Beckman Coulter
- Pursuing personal business opportunities that are in competition with the interests of Beckman Coulter

A conflict of interest can also arise through personal relationships, particularly in situations where family members or close friends are affiliated with customers, suppliers or competitors of Beckman Coulter.

Wherever possible, conflicts of interest should be avoided. However, certain activities may be permissible if approved in writing by the Office of Compliance or, as appropriate, the Board of Directors. Any situation that you believe could potentially result in an actual or apparent conflict of interest must be disclosed to your supervisor or the Office of Compliance.



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Q My sister has started in a role as sales director at one of Beckman Coulter's suppliers. Does Beckman Coulter need to stop purchasing from that supplier now because of a conflict of interest?
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A No. Beckman Coulter can continue to purchase from the supplier. However, given the potential for a conflict of interest, you should notify your supervisor or the Office of Compliance of the relationship and remove yourself from any further purchasing decisions involving that supplier.
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INSIDE INFORMATION AND INSIDER TRADING

As employees of Beckman Coulter, we sometimes come into possession of non-public information about the Company or its business activities. Such information is considered material if a reasonable investor would find it important in deciding to buy, sell or hold Company stock. In order to protect the Company and its investors, all employees and members of the Board are strictly prohibited from trading Beckman Coulter stock while in possession of material non-public information. Examples of non-public information that could be considered material are:

- Proposed mergers, acquisitions or divestitures
- Changes in dividend policy
- Earnings that are significantly higher or lower than expectations
- The commencement or termination of a significant business relationship
- Major management changes
- Significant changes in capital investment plans
- Investigations by regulatory agencies
- The purchase or sale of significant assets
- Incurring significant debt or the sale of significant amounts of securities of the Company
- Significant litigation developments
- Anticipated new product launches

It is important to recognize that liability under the insider trading laws is not limited to situations where one actually trades stock. Disclosure of material non-public information to another individual (known as “tipping”) can also violate securities laws.

Restrictions against trading on the basis of material non-public information are also not limited to information regarding Beckman Coulter. Securities laws prohibit trading on non-public information learned about other companies, such as suppliers, customers or prospective acquisition or merger candidates.

In short, any improper use or disclosure of material non-public information may constitute a serious violation of securities laws.

All employees are expected to be familiar with, and to follow, the Beckman Coulter Insider Trading Policy.

Refer to the [Insider Trading Policy](#) for further guidance.

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Q In my role as Executive Assistant, highly confidential information often comes across my desk though I never discuss the information with anyone. Since I am not a decision-maker at the Company, is it always okay for me to buy and sell stock?

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A Your ability to buy and sell stock is not related to your position or role in the Company. It depends on whether you are in possession of inside information. If you would like to trade stock, but are unsure about whether you are restricted under insider trading laws, you should discuss the issue with your supervisor or contact the Law Department.

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ACCURATE REPORTING AND BUSINESS RECORDS

We all are responsible for ensuring that our business records are complete, accurate and reliable. Business records include but are not limited to: financial reports, manufacturing records, quality records, research reports, time records and expense reports. These records must accurately reflect in reasonable detail the transactions, assets, liabilities, expenses and revenues of the Company. Maintaining the integrity of our business records is critical to meeting our business, legal and regulatory obligations. With that in mind, we must never:

- Establish for any purpose an undisclosed or unrecorded fund, account or asset
- Make, or arrange for, false or artificial entries in Company books or records
- Make or approve undocumented payments on behalf of the Company for any purpose
- Create documents for collecting funds, or record funds paid to the Company, in a manner that inaccurately describes the transaction

All employees involved in maintaining Beckman Coulter's financial records must comply with all legal requirements and Company policies with respect to financial reporting and disclosure.

As a U.S. publicly traded company, Beckman Coulter is subject to U.S. securities laws. Each employee involved in the Company's disclosure process, including senior financial officers, must ensure that all disclosures in reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and reported in other public communication are full, fair, accurate, timely and understandable. Employees involved in the disclosure process must never knowingly misrepresent, or cause others to misrepresent, facts about the Company.

Refer to the following policies concerning Company finances for further guidance:

Reporting, Receipt, Review and Treatment of Accounting Concerns Policy
Internal Control Policy
External Reporting of Financial Information Policy
Financial Procedures Policy
Compliance with Finance/Accounting Principles Policy.

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Q We are approaching year end, and my team is falling short on its annual sales goal. An ambitious young salesperson in my group has convinced a few of our customers to shift next quarter's planned purchases to this quarter by offering unusually favorable payment terms. As a result of this strategy, we would make our numbers for the year. Should I approve these transactions?

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A No. The practical effect of this strategy is to artificially inflate sales figures for the year and mislead investors about Company performance. If you are unsure about whether a sales strategy is permissible, contact the Law Department for advice.

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RECORDS MANAGEMENT

Certain laws and regulations require that we retain records for specified periods of time, depending on their subject matter or purpose. The Beckman Coulter Records Retention Procedure and Schedules set out the categories of records subject to retention periods and the length of time each record must be preserved. It is important that all records, including those maintained in electronic form, are maintained for the required periods of time.

Records that are the subject of an anticipated or pending litigation or investigation must be preserved regardless of the applicable retention period. In these situations, the Law Department will issue a Legal Hold Memorandum with instructions on how to proceed. It is imperative that such notices be strictly followed.

We must also remain mindful that poorly written or inaccurate communication (including casual emails or social media use) can have a detrimental impact on the Company. Always use care when creating a communication and take the time to ensure it is accurate, understandable and professional. Avoid conclusory or unfounded statements and exercise caution when stating opinions. We must always ask ourselves whether we would feel comfortable having our communication made publicly available or reviewed by a government agency or court.

Refer to the Record Creation, Retention and Destruction Procedure and Schedules for further guidance.

COMPANY ASSETS

We all have an obligation to safeguard Company assets. Company assets include not only physical assets, such as equipment, buildings, property and product inventory, but also information (physical documents and electronic information) and intellectual property (including patents, copyrights and trade secrets).

Company assets should be used only for legitimate business purposes. We must never injure or destroy Beckman Coulter assets or use such assets for improper personal benefit.

Confidential Information and Intellectual Property

As employees, we often gain access to various types of information that are confidential to Beckman Coulter. Any information regarding our business or products that is not publicly available is confidential and must be protected against disclosure. Such information can include patent applications, pricing and sales strategy, product development data, product specifications, manufacturing information, supplier information, research results, financial results and merger and acquisition plans.

The improper disclosure of confidential information could seriously impact Beckman Coulter's business and competitive position. For this reason, confidential information must never be shared outside of Beckman Coulter without proper authorization. In any situation where disclosure of confidential information is necessary, the Law Department should be contacted. In most cases, execution of a confidential disclosure agreement ("CDA") (also known as a non-disclosure agreement ("NDA")) will be required by the Law Department in order to protect the Company's interests. However, the disclosure of confidential information, even with a CDA, should be selective.



It is important to take care when discussing confidential subjects in places where others may overhear. Discussions in public places such as elevators, restaurants or airplanes can result in inadvertent disclosure. The same is true of social media sites, where statements may be read by a broad audience. Unintended disclosures can also occur if documents or laptops are left visible in public places or lost.

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Q A potential business partner has requested confidential information related to our business to determine whether they want to collaborate with Beckman Coulter on a research project. We are eager to move forward with negotiations. Is it okay to provide the information if they have agreed by phone to maintain its confidentiality?

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A In any situation where disclosure of confidential information is contemplated, the Law Department should be consulted prior to the disclosure of any confidential information. In most situations, a written confidentiality or non-disclosure agreement will be required in order to protect the Company's interests.

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Each employee has an obligation to protect our confidential information and to take all reasonable steps to avoid improper disclosure. Such obligations continue even for those who no longer work for Beckman Coulter. The improper disclosure of confidential information could severely impact the Company's competitive position and undermine the value of our intellectual property assets. Moreover, certain types of improper disclosure can result in criminal penalties.

We also must respect the confidential information of others. We must never attempt to acquire, disclose or use the confidential information of other companies improperly. To the extent possible, we should limit the amount of confidential information we accept from third parties regardless of the existence of a CDA.

We also expect all employees to honor their continuing confidentiality obligations to former employers.

Data Privacy and Information Security

Beckman Coulter respects data privacy and understands our responsibility to safeguard the personal information of our employees, customers and other third parties.

We must all make ourselves aware of any personal information with which we may come into contact in the course of our daily activities. Personal information must be handled in compliance with all applicable laws and Company policies and procedures. Sensitive personal information must at all times be stored, transported or transmitted securely as appropriate (such as through the use of encryption, bonded courier, etc.). Sensitive personal information must also be disposed of in a secure manner.

Examples of personal information subject to privacy protections include: Social Security numbers and national identification numbers, personal contact information, payment card and financial account data, employee records, driver's license information and patient health information including protected health information or "PHI" as defined by the U.S. Health Insurance Portability and Accountability Act of 1996 ("HIPAA").

If personal information is inappropriately disclosed or accessed, certain laws may require the Company to alert affected parties. In any situation where personal information may have been inappropriately disclosed to or accessed by unauthorized individuals, we must report the incident immediately to the Information Security Officer and the Law Department for handling according to applicable information security breach notification procedures.

Refer to the [Information Security Policy](#) for further guidance.



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Q I accidentally emailed a spreadsheet containing patient data to the wrong person. What should I do?
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A You must contact the Information Security Officer and the Office of Compliance immediately to ensure appropriate breach notification procedures are followed.
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Use of Electronic Media, Mobile Devices and Information Resources

Beckman Coulter encourages the use of electronic media, mobile devices and information resources for business purposes. These tools are the property of Beckman Coulter and can provide access to information that is confidential and proprietary to Beckman Coulter. It is important that every employee using such tools take adequate measures to safeguard the Company's interests. While Beckman Coulter recognizes that employees may occasionally use such tools for personal use, such use should be limited. In all cases, employees must:

- Follow applicable policies
- Protect all mobile devices and laptops while traveling
- Use passwords and encryption to protect data
- Comply with all applicable data protection and privacy laws

Employees should be aware that Beckman Coulter reserves the right to monitor electronic communication transmitted or received through Company property to the extent permitted under applicable laws.

Communication through Social Media

Communication through social media sites, online communities and other forms of new media (such as Twitter, Facebook, MySpace, YouTube, etc.) can provide an effective mechanism for interacting with customers and other external stakeholders. It is important to recognize, however, that any statement made on behalf of Beckman Coulter through such media channels may have the same legal effect as any other written Company communication. Even chat room comments or blog postings that can reasonably be attributed to Beckman Coulter should be viewed as official Company documents. For this reason, any Company communication intended to be conveyed or conducted through new media channels must comply with the Company's Social Media Policy as well as all other applicable Company policies and procedures.

To the extent we make use of social media channels for personal reasons but can nonetheless be identified as employees of Beckman Coulter, we are expected to avoid even the suggestion of speaking on behalf of the Company.

Refer to the [Employee Use of Electronic Communications Policy](#) and [Social Media Policy](#) for further guidance.



External Requests for Information

The reputation of our Company and the trust of our many stakeholders are influenced every day by our external communication. For this reason, it is important to speak with one voice.

Beckman Coulter's external communication is managed through the Investor Relations, Corporate Communications and Marketing Communications teams. All media and investor inquiries or requests for information should be directed to one of these teams, as appropriate.

Each one of us must take care not to make unauthorized public statements about the Company. Only authorized employees should make public reports, disclose Company information or speak with the media. All external communication made on behalf of Beckman Coulter, such as press releases, presentations or speeches, should be coordinated with Corporate Communications, and where appropriate, reviewed in advance by the Law Department.

Occasionally, the Company may receive requests for information, subpoenas or other legal requests from government or regulatory agencies (such as FDA). It is important that we respond fully, accurately and promptly to all reasonable requests. However, the Law Department must be consulted before responding.

Refer to the [Disclosure of Material Information Policy](#), the [Relations with the Media Policy](#) and the [Promotional Activities Policy](#) for further guidance.



POLITICAL ACTIVITIES AND PUBLIC POLICY

Beckman Coulter interacts routinely with governments, public interest groups, industry associations and other political organizations around the world on issues that affect the Company and its core strategies.

Rules governing such political activities differ greatly from country to country, and violations can result in significant penalties for the Company. When engaging in lobbying or other activities, it is important to ensure that we have coordinated our approach with the Law Department, and where appropriate, the Quality & Regulatory Affairs team. Moreover, when representing the Company, we must always ensure our communication on public policy issues is consistent with approved Company positions.

Any political contributions on behalf of Beckman Coulter anywhere in the world must be approved in advance by the Law Department.

Refer to the [Anti-Corruption Policy](#) for further guidance.



Our Commitment to Our People

We value our people and are committed to ensuring a positive, inclusive work environment in all of our operations.

EMPLOYMENT PRACTICES AND WORK ENVIRONMENT

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Q My supervisor frequently jokes about my ethnic heritage and criticizes my accent in group settings. When I objected to her comments, she accused me of not being a team player and suggested I try harder to “fit in.” I am worried that if I report the issue, my job will be in jeopardy. What should I do?

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A Your supervisor’s conduct is unacceptable and violates our values of leadership and integrity. You should report your issue immediately to your Human Resources representative or through the DTRT Hotline. Rest assured, your job will not be in jeopardy for raising your issue in good faith. The Company will not tolerate any form of retaliation against those who raise issues or concerns in good faith.

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At Beckman Coulter, we are committed to providing a positive work environment that fosters mutual respect, open communication and fairness. Our interactions with each other must always be governed by the highest levels of integrity and professionalism, and every employee is entitled to be treated with dignity.

Beckman Coulter celebrates the diversity of our people and values individual and unique contributions while promoting an atmosphere of inclusion. It is our policy that candidates are selected for hire, promotion, advancement and other opportunities without regard to race, creed, color, sexual orientation, religion or any other category protected by law.

Beckman Coulter is committed to providing a work environment free of unlawful harassment and discrimination. Harassment or intimidation of any kind will not be tolerated, whether it is verbal, visual, physical or sexual. Reported instances of harassment or discrimination will be promptly investigated and corrective and disciplinary action taken as appropriate.

WORKPLACE HEALTH AND SAFETY

Beckman Coulter is committed to providing a safe and healthy working environment for all employees at all sites worldwide. Beckman Coulter complies with all applicable health and safety laws and regulations and strives to prevent all work-related injuries and illnesses.

To ensure the safety of our employees and to maintain the integrity of our workplace, each of us has an obligation to perform our jobs free from impairment by alcohol or other substances.

If you become aware of a situation that could affect the health and safety of any employee, you have a duty to report it immediately.

REPORTING RESPONSIBILITY AND NON-RETALIATION

As Beckman Coulter employees, all of us bear a responsibility to report actual or perceived violations of this Code, Company policies or procedures or applicable laws and regulations. Employees are encouraged to report their concerns promptly through any of the available communication channels.

Beckman Coulter will not tolerate retaliation of any kind against an employee who in good faith reports, or participates in an investigation of, a perceived violation of Company policies or applicable laws or regulations – regardless of the outcome. Any employee who engages in retaliatory conduct will be subject to swift and severe disciplinary action.

