

## Code of Business Conduct and Ethics

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### Code of Business Conduct and Ethics

#### To All Enzo Biochem, Inc. Employees, Officers and Directors,

Enzo Biochem Inc. ("Enzo") or ("Company") was founded with a commitment to the highest ethical standards of business conduct and fair dealing in the Company's relations with all employees, customers, suppliers and shareholders.

This Code Of Business Conduct and Ethics ("Code") clarifies our standards of conduct in potentially sensitive situations; it makes it clear that Enzo expects all employees, officers and directors to understand and appreciate the ethical considerations of their decisions; and it reaffirms our longstanding commitment to a culture of corporate and individual accountability and responsibility for the highest ethical and business practices. We encourage you to carefully read this Code of Business Conduct and Ethics, discuss any questions that you may have with your immediate manager or supervisor, and retain it for future use. This Code of Business Conduct and Ethics covers a wide range of business practices and procedures and supplements the Company's or the separate subsidiaries Employee Handbooks and Compliance Plans Enzo Biochem, Inc. and its subsidiaries are referred to collectively in this Code as "Enzo." We have issued this Code to deter any type of fraudulent activities and to promote:

- Honest and ethical conduct by everyone within the Company, including the ethical handling of actual or apparent conflicts of interest
- Full, fair, accurate and timely disclosures in reports and documents that the Company may submit to the United States Securities and Exchange Commission ("SEC") and in the Company's other public announcements
- Compliance with applicable governmental laws, rules and regulations
- Prompt internal reporting of any violations of this Code to your manager or an executive officer at the Company or the use of an anonymous independent third party "Hot Line" [the "Hot Line" is referenced at the end of the document but it is not clear if it is an "Enzo" Hot Line or a government

Hot Line.

· Accountability for adherence to the Code..

### **1. OVERALL STANDARDS**

This Code applies to all employees, officers and directors of the Company. It is important to the success of the Code that each employee, officer and director of Enzo understand that:

- He or she is personally responsible for his or her own conduct in complying with this Code and for promptly reporting known suspected violations.
- No one has the authority or right to order, direct, request, or even attempt to influence someone else to violate this Code or the law. Thus, no one will be excused for violating this Code and may be in violation of the law.
- Any attempt by any employee, officer or director to have another employee, officer or director violate this Code, whether successful or not, shall be a violation of this code and may be a violation of law.
- Any retaliation or threat to retaliate against an employee, officer or director for reporting in good faith a violation or a suspected violation of this Code shall be a violation of this Code and may be a violation of law.
- Every suspected violation of this Code by an employee, officer or director will be investigated and every actual violation will constitute grounds for removal of such director and for dismissal of such employee or officer.

The highest legal, moral and ethical standards of honesty, integrity and fairness are to be practiced in the conduct of Enzo's affairs. All employees, officers and directors of Enzo must always act in full compliance with all applicable United States, state, local, foreign and other laws, ordinances and regulations and with this Code. Failure to do so or to report promptly apparent violations of law of this Code may result in removal, dismissal, or other appropriate disciplinary action.

### **2. EQUAL OPPORTUNITY**

It is the policy of Enzo to provide recruitment, hiring, training, promotion and other conditions of employment without regard to race, color, age, gender, sexual preference, religion, disability, national origin or veteran status, and to otherwise comply with all applicable anti-discrimination laws. It is the policy of Enzo to provide and maintain a working environment free of harassment, intimidation or exploitation of any nature, including sexual and racial harassment. Enzo expects its employees, officers, and directors to treat all Enzo employees with respect and dignity and to fully support Enzo's objectives of providing equal opportunity employment and maintaining a workplace free of harassment.

### **3. CONFLICTS OF INTEREST**

NO EMPLOYEE, OFFICER OR DIRECTOR OF ENZO MAY ENGAGE IN ANY ACTIVITY THAT WOULD CONFLICT WITH OR BE CONTRARY TO THE BEST INTEREST OF ENZO. A "CONFLICT OF INTEREST" OCCURS WHEN AN INDIVIDUAL'S PRIVATE INTEREST INTERFERES IN ANY WAY OR EVEN APPEARS TO INTERFERE WITH THE INTEREST OF ENZO. A CONFLICT SITUATION CAN ARISE WHEN AN EMPLOYEE, OFFICER OR DIRECTOR TAKES ACTIONS OR HAS INTEREST THAT MAY MAKE IT DIFFICULT TO PERFORM HIS OR HER WORK OBJECTIVELY AND EFFECTIVELY. CONFLICTS OF INTEREST ALSO ARISE WHEN AN EMPLOYEE, OFFICER OR DIRECTOR, OR A MEMBER OF HIS OR HER FAMILY, RECEIVES IMPROPER PERSONAL BENEFITS AS A RESULT OF HIS OR HER POSITION WITH ENZO. LOANS TO, OR GUARANTEES OF OBLIGATIONS OF SUCH PERSONS ARE OF SPECIAL CONCERN. ENZO SHALL NOT MAKE A LOAN TO OR GUARANTEE ANY OBLIGATION OF ANY EXECUTIVE OFFICER OR DIRECTOR, OTHER THAN AS ALLOWED BY APPLICABLE LAW. IN ADDITION, NO EMPLOYEE, OFFICER OR DIRECTOR OF ENZO MAY PARTICIPATE IN THE MANAGEMENT, REVENUES OR EQUITY OWNERSHIP OF ANY COMPETING BUSINESS. FURTHERMORE, NO OFFICER OF ENZO MAY PARTICIPATE IN THE MANAGEMENT, REVENUES OR EQUITY OWNERSHIP OF ANY ENZO CUSTOMER, SUPPLIER AND SUCH PARTICIPATION BY ALL OTHER EMPLOYEES IS DISCOURAGED. ANY EMPLOYEE

PARTICIPATING IN THE MANAGEMENT, REVENUES OR EQUITY OWNERSHIP OF ANY CUSTOMER, SUPPLIER OR CONSULTANT SHALL DISCLOSE IN WRITING THE NATURE AND EXTENT OF ANY SUCH PARTICIPATION TO THE COMPANY.

#### **4. PAYMENT OF GRATUITIES**

In all dealings with suppliers, customers, governmental officials and employees of Enzo, no director (in connection with his or her efforts or role as a director of Enzo), employee or officer shall offer to give or give any payment or other significant thing of value that has its purpose, or potential purpose, or may appear to have as its purpose, improperly influencing the business relationships between Enzo and such persons or entities. Notwithstanding the foregoing, this paragraph is not intended to prevent participation by Enzo employees in legitimate promotional activities of Enzo's suppliers or participation of Enzo's suppliers in legitimate promotional activities of Enzo. A Enzo employee will be entitled to participate in such promotional activities, however, only if and to the extent that the details of such activities are fully disclosed to and approved by the employee's immediate supervisor, if in addition, this paragraph shall not prohibit a Enzo employee from giving a reasonable and customary holiday gift to an Enzo customer or supplier.

#### **5. RECEIPT OF PAYMENTS OF GIFTS**

Except as permitted under section 4 above, no employee or officer and no director (in connection with his or her efforts or role as a director of Enzo) may receive payments or gifts in exchange for business opportunities with customers, vendors, suppliers or employees of Enzo. This applies to anyone with whom Enzo has an existing or prospective relationship known to such employee, officer or director. In our continuing effort to maintain high ethical standards and to avoid appearances of impropriety, it is required that all employees, officers and directors and members of their immediate families decline any such payment or gift, except to the extent specifically permitted by this Code.

As a general rule, do not give or accept gifts of any kind from customers, vendors or suppliers, unless the gift is not in cash or a cash equivalent (e.g., gift certificates are a cash equivalent), and is worth less than \$100, or unless the gift is approved by your supervisor in advance (e.g., honoraria or the like). Do not solicit or request any gift and do not give or accept any gift that would affect or influence, or give the appearance of affecting or influencing the business relationship at hand or your judgment in carrying out your duties and responsibilities for the Company. You may accept or provide meals that are not extravagant (i.e., reasonable), as long as it does not influence, or have the appearance of influencing, objectivity or decision making. Please always use common sense and good judgment.

#### **6. CORPORATE OPPORTUNITIES**

Employees, officers and directors must advance the legitimate interest of Enzo when the opportunity to do so arises. Employees, officers and directors, for their own accounts or the account of another, may not (i) pursue an opportunity discovered through the use of Enzo, property, information or position or (ii) use Enzo's property, information or position for personal gain.

#### **7. POLITICAL CONTRIBUTIONS**

No employee can associate the Company or approve or disburse Company funds for political contributions to any candidate for United States federal office or to any party campaign in connection with any election for United States federal office. Political contributions with Company funds to any other political candidate, party or, campaign are prohibited. Furthermore, any association of the Company or approval or disbursement of any payments to any foreign officials, political parties outside the United States are prohibited.

#### **8. COMPETITION AND FAIR DEALING**

The Company seeks to outperform its competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices.

Stealing proprietary information, possessing trade secret information that was wrongfully obtained or inducing such disclosures by past or present employees of other companies is prohibited. Each employee, officer and director should endeavor to respect the rights of and deal fairly with Enzo's customers, suppliers, competitors and employees. No employee, officer or director should take improper advantage of anyone through manipulation, concealment, abuse of proprietary information, misrepresentation of material facts, or any other intentional improper-dealing practice.

## **9. CONFIDENTIALITY**

The Company has a moral and legal responsibility to safeguard private information about clients, customers, insured, and the Company's business. Each employee, director and officer must be aware of the proprietary and confidential nature of information at our disposal.

The Company is fully committed to the intent and implementation of the Health Insurance Portability and Accountability Act of 1996 (HIPAA) or equivalent foreign directive. Each employee, director and officer has an obligation to protect from unauthorized or inappropriate disclosure of confidential member information, including medical records and member/enrollee demographic information. Each employee, director and officer should assume that all information disclosed to the Company by its clients, customers or insured is confidential. Each employee, director and officer is obliged to hold all such information in confidence, to refrain from disclosing any such information to any person outside the Company without the Company's prior written consent, and to refrain from using such information for any purpose other than the performance of his or her duties to the Company.

In addition, employees, directors and officers may learn information about the Company's organization, strategies, business, information systems, technology, and operations, as well as the Company's past, current, or potential customers, providers and suppliers. Similarly, each employee, director, and officer should assume all information about the Company and its business (including, but not limited to, the business of all subsidiary and affiliate companies) is confidential. Such information includes any information owned or developed by, for or about the Company which was obtained during the course of employment relating to, but not limited to, computer programs, invention(s), intellectual property, products, prices, discounts and business affairs which are not generally known or in the public domain. Each employee, director, officer is obliged to hold all such confidential information in confidence, to refrain from disclosing any such information to any person outside the Company and to refrain from using such information for the purpose other than the performance of his her duties to the Company.

Each employee is required to protect confidential patient information, including medical records and patient demographic information relating to Enzo Clinical Labs, Inc. from unauthorized or inappropriate disclosure. Furthermore, each employee is required to acknowledge that they agree that all ideas, inventions, and other development or improvements conceived by them and within the scope of the Company's business operations, are the exclusive property of the Company. In addition, each employee is required to assist the Company, at its expense, to obtain patents on any such patentable ideas, inventions and other developments and agree to execute all documents necessary to obtain such patents in the name of the Company. Upon termination of employment with the Company each employee is required to deliver all property and documents, or reproductions.

## **10. PROTECTION AND PROPER USE OF ENZO'S ASSETS**

All employees, officers and directors must endeavor to protect Enzo assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Enzo profitability. Any suspected incident of fraud or theft must be immediately reported for investigation. All Enzo assets should be used for legitimate business purposes.

The obligation of employees, officers and directors to protect Enzo's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, any financial data and reports that have not been publicly disclosed and any other information not generally made available without restriction to third parties. Unauthorized use or distribution of this information violates this code and

may be illegal.

#### **11. FINANCIAL RECORDS, SEC FILINGS AND PUBLIC COMMUNICATIONS**

The Chief Executive Officer and Chief Financial Officer of the Company, and all other persons performing similar functions for Enzo, shall be responsible for taking such actions and instituting such policies and procedures as they believe will most efficiently and effectively help to ensure full, fair, accurate, timely and understandable disclosure in all reports and other documents that Enzo files with or submits to the United States Securities and Exchange Commission and other applicable regulatory authorities and in all other public communication made by Enzo. All financial personnel shall make and retain books, records and accounts that, in reasonable detail, accurately, completely and objectively reflect transactions and events, and conform both to required accounting principles.

The Company's systems of internal controls cover financial reporting and disclosures control and procedures are designed to provide reasonable assurance of the safeguarding and proper management of the Company's assets and the reliability of its financial reporting. The Company is committed to maintain disclosure controls and procedures designed to ensure that financial and non-financial information is collected, analyzed and timely reported in full compliance. No false or artificial entries may be made. No entry may be made or recorded in the Company's books and records or reported in any disclosure document that misrepresents hides or disguises the true nature of the event or transaction, and all entries and reports must be made in a timely manner.

If you are aware of information causing you to believe that the Company's books or records are not being maintained in a honest and ethical manner, or that its financial conditions are not being disclosed properly, you should report the matter directly by any of the means indicated under the section "reporting violations".

#### **12. CONTRACTUAL COMMITMENTS**

It is of the utmost importance to the integrity and reputation of the Company that Enzo honors and fully complies with all contractual commitments.

#### **13. ANTITRUST LAW COMPLIANCE**

All employees, officers and directors of Enzo must comply in all respects with all applicable United States, foreign and state antitrust and other comparable laws. To that end, no Enzo employee, officer or director may under any circumstances or in any context enter into any understanding or agreement (whether expressed or implied, formal or informal, written or oral) with a competitor or potential competitor, limiting or restricting in any way the actions of either party, including the offers of either party to any third party, as to priced costs, profits, products, services, terms or conditions of sale, market share, decisions to quote or not to quote, customer or supplier classification or selection, sales territories or distribution methods.

#### **14. GOVERNMENT CONTRACTS**

In business dealings directly or indirectly involving the sale of products or services to any United States, foreign, state, local or other governmental entity, and whether or not financed with appropriated funds, all employees, officers and directors of Enzo so involved must fully and strictly comply with all applicable laws, regulations and contract provisions.

#### **15. LEGAL COMPLIANCE**

Employees, officers and directors must always act in full and timely compliance with all applicable federal, foreign, state, local and other laws, ordinances and regulation, the rules and regulations of the United States Securities and Exchange Commission and the New York Stock Exchange and with this Code. Applicable federal, foreign, state, local and other laws and regulatory agency rules with which compliance is required include, without limitation, statutes, court and agency rulings and the United States Securities and Exchange Commission and New York Stock Exchange rules concerning:

prohibitions on trading in securities of Enzo while aware of material, nonpublic information, as discussed in greater detail in Enzo Policy on Trading in Company Securities (See Exhibit 1) ,and reporting of directors' and Section 16 reporting officers' ownership of Enzo equity securities and changes therein.

**16. CONFIDENTIALITY**

Employees, officers and directors must not disclose any confidential information of Enzo until such time as the information has been publicly disclosed by Enzo, except when that disclosure is in furtherance of an employee's, officer's or director's responsibilities under applicable law. Employees, officers and directors should refer media inquiries to the Company's President.

**17. REPORTING VIOLATIONS OF THE CODE**

It is the obligation of every employee, officer and director to report promptly any relevant or actual or reasonably suspected violations of the Code to your manager or supervisor or an Executive Officer of the Company. If the issue or concern relates to the internal accounting controls or the financial reporting of the Company or any other financial matter, **you may report it anonymously to the Company's Audit Committee in the United States by calling the third party hot line at 1-877-RPT-LINE or via the internet at [www.ReportIt.net](http://www.ReportIt.net)**. All reports will be promptly investigated and appropriate corrective or disciplinary action will be taken, including dismissal and notification of regulatory authorities when appropriate.

**18. WAIVERS OF THE CODE**

Any waiver of this Code may be made only by the President of the Company and will be promptly disclosed as and to the extent required by law or the rules of any stock exchange on which the Company's securities are listed.

**Conclusion**

The central purpose of the Code is to serve as an ongoing reminder of the Company's policy of conducting its business in a legal and proper manner. This includes not only complying with all applicable laws but treating Enzo's customers, suppliers, and employees with dignity and respect.

**Acknowledgement**

I have received and read Enzo Biochem Inc.'s Code of Business Conduct and Ethics, and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code, Confidentiality Agreement and Insider Trading Policy I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date