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## **BUSINESS ETHICS AND CONDUCT**

### **1. General Business Conduct**

IDEXX Laboratories, Inc. (“IDEXX” or the “Company”) is committed to conducting its business affairs ethically and in full compliance with the laws and regulations of all jurisdictions in which we do business. In addition, IDEXX’s employees are expected to avoid any activity that is in conflict with, or might reflect adversely on the Company. We believe that conducting our business with the highest ethical and legal standards, and without actual or apparent conflict of interest, is in the best interests of the Company and all of its constituents, including employees, customers, shareholders, vendors and the communities in which we live and work.

The policies and practices described in this Code of Ethics are an expression of our fundamental values and principles and are designed to help employees to meet our Standards of Conduct. This Code of Ethics is not all-encompassing. Rather, it represents a framework for individual and corporate decision-making. The Code should be interpreted and followed in the context of applicable laws and regulations, the further policies and procedures adopted from time to time by the Company and good common sense.

This Code of Ethics applies to all of IDEXX’s operations worldwide. In addition, we expect that third parties who act as agents or representatives of IDEXX will conduct themselves in a manner consistent with this Code when acting for, on behalf of or in the name of IDEXX, including when selling IDEXX products and services.

### **2. Compliance**

It is the responsibility of all IDEXX employees worldwide to comply with this Code of Ethics. Failure to comply with this Code and related IDEXX policies will result in disciplinary action up to and including termination.

### **3. Reporting Violations**

It is the personal responsibility of each employee to report any violations or suspected violations of the Code of Ethics to his or her supervisor, the General Counsel or the Chief Executive Officer or, in the case of violations of the Company’s employment policies, to appropriate Human Resources personnel. In addition, the Company may provide other means of reporting violations or suspected violations, the establishment of which will be communicated to employees.

Investigations will be conducted by or under the supervision of the General Counsel. It is imperative that persons who report violations or to whom reports are made (other than the General Counsel) not conduct their own preliminary investigations, unless instructed to do so by the General Counsel or another member of the Legal Department. In reporting any violation, an employee should provide a description of the factual basis for the allegation that is sufficient to permit the conduct of an appropriate investigation. It is IDEXX’s policy that no retaliation may be made against an employee as a result of his or her reporting of any violation or suspected violation as provided above.

## **1. General Policy**

It is the duty of every IDEXX employee to avoid any situation that is, or may appear to be, a conflict of interest between the personal interests of the employee and the interests of the Company. While it is impossible to anticipate every situation that might create or lead to such a conflict, certain specific conflicts are addressed below. If any employee is unsure whether a situation involves, or has the potential to involve, a conflict of interest with the Company, the employee should consult his or her supervisor, the General Counsel or the Chief Executive Officer. If an actual or potential conflict of interest is found to exist, the employee must promptly and satisfactorily resolve the conflict. Failure to resolve the conflict to the satisfaction of the Company may be cause for termination.

## **2. Ownership or Financial Interests in Other Businesses**

An employee must disclose to his or her supervisor, the General Counsel or Chief Executive Officer any significant direct or indirect ownership or other financial interest of the employee or any member of his or her immediate family in any supplier, customer or other party with which the Company transacts business, or any competitor of the Company. Generally, a financial interest will be deemed to be significant if it is material to either the employee or the party in which the employee has the interest. In determining whether a conflict exists, consideration will be given to whether the employee's role at IDEXX gives him or her control or influence over the business relationship in question (e.g., the selection of a supplier).

## **3. Employment by, or Rendering Services to, Other Organizations**

Employees may not engage in outside work or services that would create a conflict of interest with the work they perform for IDEXX. Generally, a conflict of interest will exist if the performance of such work or services would either (a) potentially make it difficult for the employee to act in the best interests of IDEXX at all times, or (b) otherwise interfere with the employee's performance of work on behalf of IDEXX. If an employee is uncertain whether the performance of certain outside work or services creates a conflict of interest, he or she should discuss the matter with his or her supervisor or the General Counsel.

## **4. Interests in Transactions with Other Persons or Organizations**

An employee must disclose to his or her supervisor, the General Counsel or the Chief Executive Officer any material direct or indirect interest of the employee or any member of the employee's immediate family in any transaction to which the Company is a party. Among the factors to be considered in determining the materiality of an interest will be the significance of the transaction to the employee or family member, the nature of the transaction, the size of the transaction, and whether the employee is likely to be involved in the transaction.

## **5. Acceptance of Gifts, Gratuities or Other Favors**

Seeking or accepting gifts, gratuities, entertainment or other favors by employees or members of their immediate family from present or potential customers, suppliers or others doing or seeking to do business with the Company may create a conflict of interest. Employees and members of their immediate families should not accept any such gifts, gratuities, entertainment or other favors unless they are made in the ordinary course of business, are of a nominal or token amount, and are not received on a regular or frequent basis. Employees should never accept gifts, gratuities, entertainment or other favors that might reasonably be deemed to affect their judgment or actions in the performance of their duties for IDEXX.

## 6. Trading in Company Securities

Each employee of IDEXX must comply with IDEXX's Insider Trading Policy. Under this policy, IDEXX employees are prohibited from trading IDEXX's stock at any time that they possess material information concerning the Company that has not yet been disclosed to the public. In addition, quiet periods, notification requirements and other restrictions on trading in IDEXX securities are applicable to certain finance, legal and senior management employees.

## 7. Loans to Executive Officers and Directors

The Company will not, directly or indirectly, extend or maintain credit or arrange for a personal loan to any executive officer or director.

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## EMPLOYMENT POLICIES

### 1. Equal Employment Opportunity

It is IDEXX's policy to afford equal employment opportunity to qualified individuals regardless of their race, religion, gender identity, sexual orientation, HIV status, national origin, age, physical or mental disability, veteran status or membership in any other categories protected by law.

This policy applies to all phases of the employment relationship, including selection, job assignment, transfer, promotion, promotional opportunities, compensation, benefits, discipline, termination and access to training.

### 2. Discrimination or Harassment

IDEXX is committed to providing a workplace that is free from discrimination and unlawful harassment. We will not tolerate actions, words, jokes or comments that are based on an individual's race, religion, gender identity, sexual orientation, HIV status, national origin, age, physical or mental disability, veteran status or membership in any other category protected by law and which tend to create an intimidating, hostile or offensive work environment.

### 3. Health and Safety

IDEXX is committed to providing its employees a workplace that is free from recognized safety and health hazards. Each IDEXX operating unit is responsible for establishing policies and procedures that are reasonably designed to create a safe and healthy workplace, and to comply with all applicable laws and regulations. At the same time, health and safety are important aspects of job performance. Employees have an obligation to learn the safety procedures applicable to their jobs and to follow them.

### 4. Drug and Alcohol Abuse

IDEXX's policy is to maintain a work environment that is free from the effects of drug and alcohol abuse. All IDEXX entities worldwide will abide by applicable laws and regulations relative to the use, sale, manufacture, distribution, dispensation, or transfer of alcohol, drugs and other controlled substances on the job or on IDEXX's premises. IDEXX's policy prohibits the possession or presence in one's system of illegal drugs while on Company premises.

Similarly, IDEXX's policy prohibits the use, sale, purchase, transfer or possession of alcoholic beverages by employees while on Company premises, except as authorized by the Company.

## 5. Employee Personal Information

IDEXX operates on the firm belief of respect for employee privacy and dignity. It is IDEXX's policy to acquire and retain only employee personal information that is required for effective operation of the Company or that is required by law in the jurisdictions in which we operate. Access to such information will be restricted internally to those with a recognized need to know to perform their responsibilities for the Company.

IDEXX will comply with all applicable laws regulating the disclosure of personal information about employees. In any location where applicable law does not regulate the release of such information, the Company will have policies designed to protect such information from unreasonable disclosure.

The Company's respect for employee privacy dictates that the Company normally will not be concerned with personal conduct off the job, unless such conduct impairs the employee's work performance, affects the safety of other IDEXX employees or affects the reputation or legitimate business interests of the Company.

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### 1. Tangible Assets

Every IDEXX employee is responsible for the proper use, conservation and protection of the Company's assets, including its property, plants and equipment. The management of each IDEXX entity is responsible for establishing and communicating to employees the policies and procedures necessary to meet these responsibilities.

## PROTECTION OF ASSETS

### 2. Patents, Trademarks and Copyrights

Protection of IDEXX's intellectual property – including its patents, trademarks, copyrights, and trade secrets – is essential to the success of the Company. It is the responsibility of each IDEXX employee to preserve the value of IDEXX's intellectual property. Employees should refer to IDEXX's Intellectual Property Handbook for a full discussion of IDEXX's policies regarding protection of intellectual property. It is also IDEXX's policy to respect the intellectual property rights of third parties.

### 3. Confidential Information

IDEXX's competitive advantage is highly dependent upon its confidential business information and trade secrets. Each IDEXX employee is required to sign an Invention and Non-Disclosure Agreement under which the employee agrees to maintain such information in confidence and to disclose and assign to the Company any inventions made by such employee in the course of his or her employment with the Company.

Employees should take all practicable steps to protect IDEXX's confidential business information, as well as the confidential information of third parties that is in our possession. Such confidential information should not be disclosed to any person outside the Company unless and until an appropriate confidentiality agreement has been signed by such person. Confidentiality agreements involving the Company may be signed only by authorized employees. Employees should refer to the Company's Contract Signing Guidelines for guidance regarding signing authority.

Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether such information is proprietary to IDEXX or a third party, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company. Care should be taken that any permitted communications are made in a manner that is reasonably designed to ensure that such information remains confidential and is not disclosed to anyone inside or outside the Company who does not have a need to know such information or who is not obligated to protect such information.

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**BUSINESS  
PRACTICES****1. Accounting Practices**

The Company will follow generally accepted accounting principles and will maintain appropriate controls to ensure accurate and timely recording of accounting transactions. The books of account, budgets, investment evaluations, employee expense accounts and other similar records must accurately reflect the matters to which they relate. All assets and liabilities and equity, revenue and expense transactions of the Company must be carefully and properly accounted for. No payment of funds of the Company shall be approved or made with the intention or understanding that any part of such funds shall be used in any manner contrary to the policies stated herein, or of the supporting documents therefor.

Furthermore, the independent auditors of the Company must have access to all necessary information to permit them to conduct audits properly. The books and records of the Company must fully and accurately report the transactions that they purport to reflect. Supporting and background information, which such auditors may properly request, must be fully and accurately supplied to them.

**2. Product Quality**

All operating units of the Company have the responsibility to design, manufacture and deliver quality products and services. Without limiting the foregoing, the Company's products and services should (a) conform to customers' legitimate needs, requirements and intended use, (b) comply with applicable government standards and regulations and (c) comply with applicable industry standards and methods. All required inspection and testing operations must be completed properly.

All phases of the Company's product development process must be satisfactorily completed before a new product will be launched.

These standards of product quality must be reflected in the operating policies and procedures of all IDEXX operations worldwide.

**3. Regulatory Compliance**

It is the policy of the Company to conduct its business in compliance with all applicable federal, state and local laws and regulations, as well as the laws and regulations of countries and regions outside the United States in which we do business. It is the responsibility of IDEXX entities worldwide to understand the laws and regulations applicable to the conduct of their business, and to take steps that are appropriate to ensure compliance with those laws and regulations.

**4. Environment**

It is IDEXX's policy to conduct its operations in a manner that safeguards the workplace and the natural environment. Management of each of IDEXX's operations (within and outside the U.S.) is responsible for establishing and maintaining policies and procedures that satisfy this requirement.

**5. Improper Payments**

IDEXX employees shall not make bribes, payments, gifts or gratuities of any kind to any government official anywhere in the world, whether or not there is an intent to influence. All IDEXX employees worldwide will comply with the U.S. Foreign Corrupt Practices Act, which prohibits the making or offering of a payment to any foreign official to induce that official to affect any governmental act or decision or to assist the Company in obtaining or retaining business.

## 6. Use of Consultants, Representatives and Agents

From time to time the Company may engage consultants, representatives and agents. Consultants, representatives and agents must agree to (a) maintain the Company's confidential business information in confidence, (b) act in a manner that is consistent with the Company's Code of Ethics and (c) comply with all laws and regulations applicable to the performance of services on behalf of the Company.

## 7. Suppliers, Vendors and Subcontractors

It is IDEXX's policy to purchase all equipment, supplies and services on the basis of merit. IDEXX's suppliers, vendors and subcontractors will be treated with fairness and integrity and without discrimination.

Employees who deal with suppliers or potential suppliers will be guided by IDEXX's policy governing Conflicts of Interest.

## 8. Government Contracting

All IDEXX employees and any consultants used by the Company will comply with the laws and regulations relating to procurements by federal, state and local government entities.

Special care must be taken to comply with the unique and special rules of the government procurement process and to ensure the accuracy of all data submitted to any government entities. Violation of these rules may subject the Company and its employees to civil and criminal penalties, including fines, debarment or suspensions or prison sentences.

The Company also is committed to compliance with foreign government procurement laws that are applicable to IDEXX's business activities outside the United States.

## 9. Business Records

Employees shall retain and dispose of Company records in accordance with established IDEXX policies and applicable legal and regulatory requirements.

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## 1. Export Control

It is the policy of IDEXX to comply fully with the export control laws of the United States and all other jurisdictions in which we operate worldwide. Each IDEXX business unit worldwide is responsible for ensuring that (a) proper authorizations and licenses are obtained for the export of products, (b) recipients of products are eligible to receive exported products and (c) proper documentation for the export of products is prepared, delivered and obtained.

## 2. Compliance with U.S. Laws

IDEXX business units located outside the United States are responsible for complying with U.S. laws that relate to the sale of products outside the United States, including embargoes against sales to customers in certain countries, restrictions on sales to persons on the U.S. Commerce Department's Denied Persons List, anti-boycott laws and export control laws.

## 3. Local Laws and Customs

IDEXX's international business operations may encounter laws, local customs and social standards that differ widely from U.S. practice. It is IDEXX's policy to abide by the national and local laws of the countries in which we operate, unless prohibited by U.S. law. It is the responsibility of each IDEXX business operation outside of the United States to understand and comply with the laws and regulations of the countries

## INTERNATIONAL BUSINESS OPERATIONS

in which such operation does business. When local customs and business or social practices vary from the standards contained in IDEXX's Code of Ethics, it is permissible to conform to local customs and practices when necessary for the proper conduct of IDEXX's business, provided that such variance does not violate the laws of the U.S. or any other country relevant to the matter.

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## **GOVERNMENT RELATIONS**

### **1. Political Contributions**

IDEXX will comply with all national, state and local laws regulating its participation in political affairs, including contributions to political parties, national political committees, or individual candidates. No IDEXX employee shall make or authorize any political contribution using IDEXX funds or otherwise on behalf of IDEXX without the prior approval of the Chief Executive Officer.

### **2. Employee Involvement in the Political Process**

IDEXX encourages all employees to be informed voters and to be involved in the political process. Personal participation, including contributions of time or financial support, shall be entirely voluntary.

From time to time the Company may permit political office holders or candidates for office to visit IDEXX facilities and speak to employees. While IDEXX may reject a request for such a visit, it is IDEXX's policy that determinations regarding who may visit IDEXX's facilities will not be made on grounds of party affiliation.

### **3. Providing Information to Governments**

It is IDEXX's policy to fully and accurately comply with any law or regulation requiring the Company to provide information to a government entity. Moreover, it is the Company's policy to voluntarily comply with any reasonable requests for information by government entities in connection with any governmental investigations.

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## **PUBLIC RELATIONS AND COMMUNICATIONS**

### **1. Community Support**

It is IDEXX's policy to support local, national and world communities in ways aligned with our business objectives. We believe that responsible corporate citizenship can further our business objectives by strengthening the communities in which our facilities are located; by recognizing and rewarding employee involvement in those communities; and by supporting programs directly aligned with IDEXX business goals.

### **2. Shareholder Communications**

It is the Company's policy to comply fully with federal and state securities laws. In this regard, periodic reports and other documents filed by the Company with the U.S. Securities and Exchange Commission will fully, fairly, accurately and understandably disclose the information required to be included therein. Similarly, public communications such as press releases, investor presentations, and website disclosures will fully, fairly, accurately and understandably describe the matters to which they relate.



To enable IDEXX to meet its disclosure obligations, employees in possession of material non-public information that they have reason to believe may not be known to senior management have the obligation to bring such information to the attention of the Company's Disclosure Committee to ensure that such information is appropriately disclosed. Material non-public information regarding the Company may only be disclosed publicly in a manner consistent with IDEXX's Disclosure Policy by persons authorized to make such disclosures.

### 3. Communications with the Press and Public

IDEXX maintains policies and standard operating procedures regarding communications by IDEXX employees with the public and the press that relate to the Company or its business. These policies are intended to ensure that all public statements made by or on behalf of the Company are consistent, accurate, appropriate and in compliance with law and IDEXX's legal and contractual obligations. Among other things, the policies specify procedures for the preparation, review, approval and public distribution of information.

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### 1. Compliance with Antitrust Laws

The purpose of the federal and state antitrust laws is to promote free and vigorous competition to ensure that consumers have access to the best combination of price and quality in products and services. Many countries outside the U.S. also have antitrust laws that prohibit the types of conduct that are prohibited in the U.S. In some cases, in particular in the European Union, these laws may be stricter than laws in the U.S. with respect to certain business practices, including: distribution agreements; licenses; territorial restrictions; and pricing matters.

IDEXX's Antitrust Compliance Policy provides guidance regarding a number of competitive practices, including dealings and communications with competitors; dealings with customers; dealings with suppliers and distributors; and mergers and acquisitions. All IDEXX employees involved in these practices should be familiar with IDEXX's Antitrust Compliance Policy and should consult the Legal Department about the compliance of any IDEXX business practice with the policy.

### 2. Marketing, Selling and Advertising

IDEXX will compete in the global marketplace on the basis of the merits of our products and services. Legal and ethical considerations dictate that marketing activities be conducted fairly and honestly. Marketing and selling practices should be based on the superiority of our product and service offerings. Advertising must be truthful. Statements made about the performance of a product or the benefit or value of a service should have a documented basis in fact. In making comparisons to competitors, care must be taken to avoid disparaging a competitor through inaccurate or deceptive statements.

### 3. Competitive Information

In a highly competitive global marketplace, information about our competitors is a necessary element of business. However, such information will be obtained only when there is a reasonable belief that both receipt and use of the information is lawful.

## COMPETITION