

# Code of Ethics



Itziar Sisniega, with Piccolo

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## A Message from our CEO



Since our inception over 30 years ago, we have been building a great company that lives to fulfill our Purpose – creating long-term value for our customers, employees and shareholders by enhancing the health and well-being of pets, people, and livestock. An essential

guiding principle of how we do this is by conducting our business with the highest ethical standards and in strict compliance with laws and regulations.

At IDEXX, being ethical is part of who we are. Our **Code of Ethics** outlines the rules and guidelines that help us live by this commitment.

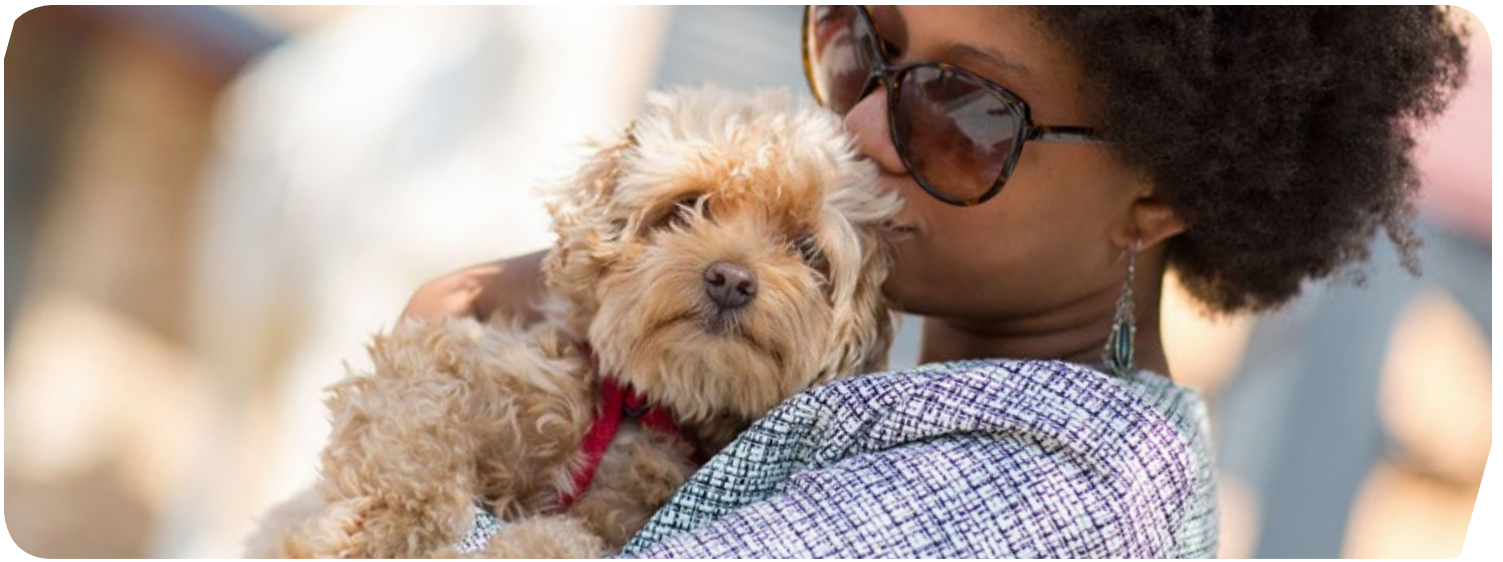
Please join me in taking the time to read, understand, *and live* our **Code of Ethics**, in order to help fulfill our Purpose and Guiding Principles.

If you or someone else has a question about proper conduct and are not sure how to proceed, speak up. Reach out to your manager, your Human Resources Business Partner or other supporting resources, or our IDEXX Ethics Hotline. IDEXX leadership will address your concerns promptly and respectfully. And IDEXX commits that you will never experience retaliation for reporting suspected misconduct.

Thank you for making the investment to understand our **Code of Ethics**.

Sincerely,

Jonathan W. Ayers  
Chief Executive Officer



# Introduction

## How to use the IDEXX Code of Ethics

The IDEXX Code of Ethics is our guide to conducting our business ethically. It is more than a collection of policies and requirements; it is a resource that proactively informs our decisions and actions.

### We use the Code of Ethics to:

- Gain the foundational understanding of how we ethically serve our key stakeholders.
- Seek deeper knowledge of topics that apply to our work activities.
- Understand how to report ethical concerns.

Our Code of Ethics is essential to achieving our Purpose and is structured around our key commitments to conducting our business ethically:

- Avoiding conflicts of interest with our responsibilities at IDEXX.
- Complying with laws and regulations that ensure we are ethical and transparent with our stakeholders – customers, employees, and shareholders.
- Representing IDEXX responsibly with the press, with the public, and in social media.

- Our Code of Ethics provides guidance on what we need to know to meet our commitments to being ethical. Additional resources, including applicable policies, procedures, manuals and toolkits, are available for all IDEXXers through our internal employee communication channels. These internal resources will be updated periodically to ensure we have easy access to current resources.

It is our responsibility to review and understand IDEXX policies and procedures and to raise any questions regarding any policy or procedure with our manager.

## Who the IDEXX Code of Ethics applies to

Our Code of Ethics applies to all IDEXXers, including all members of the IDEXX workforce around the world (employees and contractors of all IDEXX businesses and subsidiaries worldwide), and members of the IDEXX Board of Directors.

In addition, we expect our global business partners who act as agents or representatives of IDEXX to conduct themselves in a manner consistent with this Code when acting for, on behalf of or in the name of IDEXX, including when selling and promoting IDEXX products and services.

## Our duty to understand, clarify and act

If we are faced with an uncertain situation, or have a concern or question regarding the Code or its application, it is our duty to ask for help. There are many people within IDEXX available to answer our questions. If we are not sure who to go to, we should *start with our direct manager*.

Depending on the question or topic area, other helpful resources within IDEXX include:

- Compliance Department at [Compliance@idexx.com](mailto:Compliance@idexx.com).
- Legal Department at [Legal-Dept@idexx.com](mailto:Legal-Dept@idexx.com).
- Environmental Health and Safety team at [Safety@idexx.com](mailto:Safety@idexx.com).
- Our Human Resources Business Partner.

When we think that something we encounter may be contrary to this Code or a violation of a law governing our conduct in any part of the world, we have an obligation to raise our concern. Generally, our direct manager will be in the best position to quickly address an ethics issue, but there are many other ways we can raise our concerns. IDEXX encourages us to speak up in any way that feels right to us under the circumstances.

Whichever way we choose to report our Code of Ethics concerns we can be confident that IDEXX's policy is to:

- Take all reported concerns seriously and investigate allegations of misconduct.
- Never retaliate against anyone for reporting a suspected violation in good faith or for seeking clarification on any business practice, contemplated action, or decision.

If we feel we have experienced retaliation by making a report, or have witnessed retaliation against a fellow IDEXXer, we also need to speak up. Retaliation for reporting a concern is itself a violation of our Code.

## How we reach the IDEXX Ethics Hotline

The IDEXX Ethics Hotline is one resource available to report concerns. We can call and speak to a specialist in our local language 24 hours a day, 7 days a week or we can submit our concern via a secure website. We can choose to report our concern to the IDEXX Ethics Hotline anonymously, unless we are calling from one of the very few countries that restrict this under local law, in which case we will be informed of any such restrictions. Our concerns will be sent to the IDEXX Compliance Department for a confidential review and follow-up per internal protocols.

## Enforcement

If we violate our Code of Ethics or IDEXX policy, we are subject to disciplinary action, up to and including termination. IDEXX will follow applicable local laws related to such disciplinary action. Any waiver of the IDEXX Code of Ethics for executive officers or members of the IDEXX Board of Directors may be made only by the IDEXX Board, and must be disclosed to shareholders, along with the reasons for the waiver.

## We reach the IDEXX Ethics Hotline by:

- Calling and speaking to a specialist in our local language

**Telephone in the United States toll-free**  
800-836-2027

**Outside the U.S., local toll-free telephone numbers may be found at**  
[www.idexx.com/ethics-hotline](http://www.idexx.com/ethics-hotline)

- Submitting a form via the secure website  
[www.idexx.com/ethics-hotline](http://www.idexx.com/ethics-hotline)



## We avoid conflicts of interest

We avoid any situation that conflicts, or even appears to conflict, with our responsibilities to IDEXX. We fully disclose to our manager any potential conflict of interest. Not all potential conflicts of interest are prohibited if disclosed in advance.

### Things we need to know:

- Do not misuse or inappropriately use for personal benefit any IDEXX facilities, intellectual property, office equipment, software applications, email, or other company resources.
- Avoid accepting gifts or other benefits of more than nominal value from suppliers, customers, competitors or others, especially when we are making decisions about them on behalf of IDEXX.
- Avoid hiring, promoting or directly supervising a family member.
- Obtain approval from our manager and our Legal Department before accepting officer or director positions with an outside business while employed by IDEXX.
- Fully disclose in writing to our manager all activities, financial interests or relationships that could present a conflict of interest. Consult our Compliance Department if we have any questions about a potential conflict.



## We interact fairly and transparently with our **Customers**

### Competition laws

While we compete aggressively in the marketplace to best serve our customers' needs around the world, we also comply with all competition laws.

Laws that govern how we conduct ourselves in the marketplace are typically called "anti-trust" or "competition" laws. These laws regulate the behavior of companies and prohibit agreements between competitors in order to protect consumers, including our customers.

If we violate competition laws, there can be serious consequences for IDEXX, including large fines, damaging lawsuits, negative publicity, serious financial penalties, and in some cases criminal prosecutions.

### Things we need to know:

- Always act in a way that supports more choice in products, better service and fair prices for customers.
- Do not discuss with any competitor either IDEXX's or a competitor's pricing, bids, terms of sale, costs, market share, markets, territories or customers.
- Do not dictate or attempt to control prices to be charged by competitors or resellers of our products, including prices or other terms of sale set by our distributors.

## Anti-bribery and corruption

Bribery is never acceptable and could expose us and IDEXX to criminal prosecution. IDEXX prohibits bribery of anyone anywhere in the world by any employee or representative of IDEXX for any reason. Bribery means providing anything of value to improperly obtain or retain business or otherwise secure an improper advantage or induce an illegal or unethical action. Laws around the world prohibit bribery and the consequences of failing to comply are potentially severe and apply to individuals and companies.

Bribery should not be confused with reasonable and acceptable payments for occasional meals, gifts, entertainment, or other IDEXX-approved “business courtesies,” or normal costs to fulfill a valid contract.

### Things we need to know:

- Never give or accept anything with the intent to improperly influence an IDEXX business decision.
- Review and understand applicable IDEXX Gift and Business Courtesy Guidelines and the customer’s rules before offering or providing any business courtesy.
- Ensure all business courtesies are properly recorded in accordance with IDEXX accounting and expense policies, with accurate descriptions of the transaction.
- Do not permit an IDEXX third-party representative or their business partners to do something we are prohibited from doing ourselves.
- Know how to identify and report “**red flags**” that suggest a third party representative may be engaging in prohibited bribery.

In the course of business, if we see a “**red flag**” that suggests a third-party representative of IDEXX may be engaging in prohibited bribery, we inform our manager or other IDEXX resources as appropriate.

A “**red flag**” is a pattern, practice, specific activity or other fact that indicates the possible existence of bribery or corruption.

### Examples of “**red flags**” include, but are not limited to:

- A business partner’s unwillingness to disclose information about his or her business.
- Unusual financial arrangements for the payment of services.
- A business partner’s lack of facilities or staff to provide contracted services to IDEXX.
- Refusal by a third party to agree to anti-corruption provisions in its contract with IDEXX.
- A recommendation by a foreign government official to hire a particular third party.

The presence of a “**red flag**” does not necessarily mean that illegal conduct has occurred or that IDEXX has legal exposure. “**Red flags**” do indicate that IDEXX should take a closer look at the issue to determine whether there is anything truly suspicious.

**Any failure to communicate a “**red flag**” to our manager or through another reporting channel could result in the violation of anti-bribery and corruption laws, tarnish IDEXX’s reputation, and potentially subject us to prosecution, criminal fines, and imprisonment.**



## Trade compliance

We comply with all applicable import, export, and trade control laws and regulations in every jurisdiction in which we operate worldwide. These laws apply to the shipment or transmission of goods, services, and technology (including via email and web access) across national borders. Violation of these laws can result in government investigations, fines, loss of business, and negative publicity for IDEXX. Following these laws using good import and export practices ensures that our products and services move efficiently around the globe and get where they need to be – in the hands of our customers.

### Things we need to know:

- Ensure IDEXX and our agents provide accurate and complete information to government authorities, including accurate and complete import declarations.
- Report suspected illegal diversion of our products to jurisdictions where they are not approved for sale.
- Do not agree to participate in a prohibited boycott and report all requests to participate in a boycott to our Compliance Department. A prohibited boycott is a refusal to do business with a certain country, unless approved by the U.S. government.
- Keep accurate and complete records regarding all import and export activities.

## Product and service regulatory compliance

We produce and deliver safe and effective products and services that people trust. Each country in which we do business has specific regulations designed to ensure our products and services are safe and used appropriately. We comply with the licenses and approvals we obtain from government agencies to promote, sell and import our products and services.

### Things we need to know:

- Become familiar with our regulatory and quality policies and procedures if we are involved in product or service design, launch or on-market support of our products or services.
- Promptly report to the applicable customer support organization any customer concerns about the quality of our products and services.

## Doing business with governments

IDEXX products and services are commonly used by governments across the world. We may also come into contact with government agencies and officials as part of routine requests to IDEXX for information, or in the context of government audits or investigations. Whenever we interact with government officials, we do so with the utmost integrity, transparency, and truthfulness.

If we fail to approach our interactions with integrity, we can face civil and criminal penalties, be banned from future government procurement opportunities, and incur prison sentences and reputational damage.

### Things we need to know:

- Comply with applicable government procurement laws and procedures, including all competitive bidding situations such as tenders, everywhere we do business.
- Submit only truthful and accurate information to government entities and government officials.
- Do not give, offer, promise, or pay anything of value to any government or government official, anywhere in the world, with the purpose or intent of improperly obtaining or retaining business.
- Only authorized IDEXX individuals may respond to investigation, audit, and similar requests received by IDEXX from government officials and agencies. We refer all such inquiries to a member of our Legal Department.



## We respect and protect the well-being of our **Employees**

### Health and safety

We are committed to the health and safety of our employees in the work environment. IDEXX has established policies and procedures that are designed to create a safe and healthy workplace, and to comply with all applicable laws and regulations.

#### Things we need to know:

- Report known or suspected health or safety concerns to [Safety@idexx.com](mailto:Safety@idexx.com) or to our Human Resources Business Partner.

### Protecting privacy

We respectfully handle the personal information we collect from our employees, customers, suppliers, and other business partners as part of our routine business operations. We acquire and retain only personal information necessary for effective business operations and we store, access and transfer that personal information in compliance with the laws of the jurisdictions in which we operate. Personal information broadly refers to any information that identifies or relates to an identifiable person.

#### Things we need to know:

- Limit access to personal information only to those of us who need such access to do our job.
- Only access, store, and transmit personal information as needed and authorized to do our job.
- Keep personal information secure.

Contact the IDEXX Chief Privacy Officer at [ChiefPrivacyOfficer@idexx.com](mailto:ChiefPrivacyOfficer@idexx.com) with any questions.

## Diversity and Inclusion

We value diversity and inclusion in the workplace. Our innovative and collaborative spirit is enhanced when many different perspectives and backgrounds are working toward the IDEXX Purpose.

We provide equal employment opportunity to qualified individuals regardless of personal characteristics. "Personal characteristics" means an individual's race, religion, gender, gender identity, sexual orientation, national origin, age, disability or other personal characteristics 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.

### Things we need to know:

- Base employment decisions on job qualifications and merit.
- Make all employment-related decisions without regard to a person's personal characteristics.

## Respectful workplace

We are committed to providing a workplace that is free from harassment and disrespectful conduct. We will not tolerate actions or words (including jokes) that are based on personal characteristics and which tend to create an intimidating, hostile, or offensive work environment.

We should always be mindful of how our words and actions impact others, regardless of our intentions. Doing so supports a respectful workplace.

### Things we need to know:

- IDEXX prohibits retaliation against anyone who makes a report of harassment in good faith.
- For questions or to report incidents of harassment, contact our Human Resources Business Partner.



## We fulfill our responsibilities to our **Shareholders**

### **Insider and securities trading**

We may at some point in our work have access to material, nonpublic information (or “inside information”) about IDEXX or another company before it becomes public. Using inside information about IDEXX or other companies for our personal benefit or providing this information to others is prohibited and may be a violation of U.S. federal securities laws.

We are also prohibited from engaging in other securities trading activities that will devalue IDEXX stock. Examples of such activities include short sales of IDEXX stock, trading in puts or calls based on IDEXX stock, or otherwise trading in financial instruments designed to hedge or offset any decrease in the market value of IDEXX stock.

**IDEXX information is “material”** if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, sell, or hold IDEXX securities. Examples of material information include; revenue or earnings estimates, acquisitions, product launches or major contracts. When IDEXX information is material and has not been disclosed to the public, it is called “material, nonpublic information” or “inside information.”

### Things we need to know:

- Do not buy, sell or otherwise trade, directly or indirectly, in IDEXX securities while aware of any inside information concerning IDEXX.
- Do not buy, sell or otherwise trade, directly or indirectly, in securities of any other company (e.g., a current or prospective IDEXX customer, supplier, partner, competitor, or potential acquisition target) while aware of any inside information concerning that other company.
- Maintain the confidentiality of inside information. Do not “tip” or provide any inside information concerning IDEXX or another company to another person unless required as part of our regular duties for IDEXX and authorized by the IDEXX General Counsel.
- These rules also apply to close connections, such as a spouse, child or partner, so we communicate these rules to our inner circle.
- Contact [GeneralCounsel@idexx.com](mailto:GeneralCounsel@idexx.com) for questions about insider trading.

## Business and financial records

We are responsible for the accuracy and completeness of our business and financial records. Because business and financial records include financial accounts, as well as timesheets, travel and expense reports and other documents, all of us – not just accounting and finance personnel – are responsible for the accuracy and completeness of these records.

Ensuring the accuracy of IDEXX's business and financial records is critical to our operations and maintaining the confidence and trust of our shareholders and other stakeholders. If our records are inaccurate or incomplete, IDEXX will not be able to comply with our obligation to provide full, fair, accurate, timely, and understandable disclosure to our shareholders. In addition, IDEXX's reputation and credibility will suffer.

### Things we need to know:

- Never make a false or misleading representation on behalf of IDEXX, whether verbally or in writing.
- Accurately record all IDEXX transactions.
- Follow all IDEXX policies and procedures related to expense reporting in our geography.
- Only approve expense reports after careful review and follow-up as needed.
- Comply with IDEXX record retention policies.
- Ask our manager if we have questions about our role in ensuring IDEXX business and financial records are accurate.
- If we are not sure how to record a transaction or complete a form or other document, we talk with our manager.
- Report any concerns regarding accounting, internal accounting controls, or auditing matters to our manager or any other appropriate IDEXX reporting channel.

## Security and Cybersecurity

We protect the security of our people, workplaces, data, operations and environment. Each of us is responsible for protecting IDEXX workplaces, data, operations and environment from unauthorized access and use. IDEXX deploys many technical measures to keep our environment safe, but we all play a role in keeping IDEXX secure.

### Things we need to know:

- Stay current on all required cybersecurity employee training.
- Create and use strong passwords and keep them confidential.
- Remain vigilant about potential unauthorized access to our physical locations and systems.
- Be suspicious of strange email requests; do not open any links within but rather attach the message to an email and send to [Abuse@idexx.com](mailto:Abuse@idexx.com). This includes "phishing" – i.e., emails from sources with bad intent that are masquerading as familiar colleagues, business associates or partners.
- Report any actual or suspected loss, theft, or improper use of or access to IDEXX systems or information to [ITSecurity@idexx.com](mailto:ITSecurity@idexx.com).

## Protection of IDEXX assets

We protect and respect IDEXX assets. IDEXX has many great assets. In addition to its greatest asset – all of us around the globe who work each day to fulfill the IDEXX Purpose – IDEXX has many other assets, including:

- Physical assets such as facilities, computers, smart devices and networks, manufacturing and other equipment, and other infrastructure.
- Intellectual property assets such as manufacturing know-how, trade secrets, patents, trademarks, and copyrights.
- Confidential information regarding our technologies, products under development, customer agreements, and employee records, to name a few examples. Keep in mind that confidential information can also include information received on a confidential basis from third parties.

**Confidential information** could include, but is not limited to, information about a new IDEXX technology under development; the timing of (including any delay in) the launch of a new IDEXX product; the possible acquisition of a reference lab's customer list or any other business or asset; the revenue growth or other financial measure of any IDEXX product, business or region; the signing (or loss) of any customer contract or business; and any reorganization or other change in IDEXX personnel.

## Things we need to know:

- Treat all physical property, including our facilities as well as computers, company-supplied cell phones, and laptops with care and reasonably safeguard it from damage, loss or theft.
- Learn about our intellectual property and how to keep IDEXX intellectual property out of the hands of unintended third parties.
- Safeguard confidential information from public disclosure, including refraining from discussing with anyone outside of IDEXX, including on social media, or with friends and family.
- Consult our Legal Department before accepting or using intellectual property of third parties.
- Ask our manager if we have questions about whether information is confidential.



## We represent IDEXX responsibly with the **press**, with the **public**, and in **social media**

### **Interacting with the press and the public**

We welcome interest about our company from the press and our communities. Specific IDEXXers are designated to respond to external inquiries, in order to protect our information and reputation.

If we receive a request from the press, an investor, analyst, member of our industry, government official, or community organization seeking comment about IDEXX, refer the inquiry to our authorized company spokespersons by emailing [External-Question@idexx.com](mailto:External-Question@idexx.com).

### **Use of Social Media**

Our experiences at IDEXX and the stories we share contribute to our company's positive public image. We are each responsible for the content we publish on social media and for complying with our Social Media Guidelines.

#### **Things we need to know:**

- Only authorized individuals may make official statements on behalf of our company.
- Read our Social Media Guidelines before making any reference to IDEXX on external social media sites.
- Ensure that any information shared about IDEXX is not confidential or proprietary.
- Direct any questions about social media engagement to [SocialMedia@idexx.com](mailto:SocialMedia@idexx.com).