



Code of Conduct

Corporate Guideline

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1. INTRODUCTION

Tecan is committed to the highest standards of compliance and business ethics and adherence to this Code of Conduct shall ensure Tecan's credibility as business partner and employer. The purpose of this Code of Conduct is to provide general standards and principles for business behavior within the Tecan group of companies.

2. WHAT IS THE CODE FOR AND WHAT DOES IT MEAN?

Every Tecan employee contributes to Tecan's integrity as a company through his or her conduct. Therefore, each Tecan employee should assess carefully, on a case-by-case basis, if his or her business behavior complies with Tecan's expectations and standards of business integrity.

It is the responsibility of the line managers of all segments and group functions of the Tecan Group to ensure that this Code is communicated and understood by all of their direct and indirect subordinates within Tecan Group.

Infringements of this Code shall not be tolerated and in each situation appropriate disciplinary action – up to and including termination of employment – may be taken.

3. WHEN IN DOUBT FIRST ASK YOURSELF

- Will my conduct allow us to maintain the trust of all our stakeholders?
- Have I thought about the impact on those who will be affected by my conduct?
- Would I be comfortable if someone treated me in the same way?
- Would I be comfortable if my conduct appeared in the media?
- Is my conduct legal and compliant with Tecan policies?

4. HOW TO ASK A QUESTION OR RAISE A CONCERN?

Often this Code will provide all the guidance you need. However, if should you still have doubts about correct behavior, you should consult:

1. Tecan Intranet and the “Tecan Management System”
2. Your Line Manager
3. the Internal Auditor or the
4. General Counsel

It could happen that you are confronted with a situation that appears to violate a Tecan Compliance Policy. Everyone has the duty and responsibility to report a suspected violation promptly.

If you prefer, you can provide information anonymously, provided that your local laws permit so. The options for reporting are:

1. Your line manager
2. Internal Audit
3. General Counsel
4. Tecan Complaints Portal: Tecan Intranet/Group & Group Functions/IA; or
5. By mail to the following address: Tecan Trading AG, General Counsel, Seestrasse 103, 8708 Männedorf, Switzerland

Tecan will not tolerate any retaliation against employees who have raised in good faith a compliance concern. Equally, Tecan does not tolerate any abuse of the possibility to raise compliance concerns.

5. ANTI BRIBERY

Tecan does not tolerate any form of bribery even if Tecan would have to turn down a business (zero tolerance). No employee shall be disadvantaged if business is lost as a result of honoring Tecan’s standards on corruption and bribery.

Offering or making payments to government officials or private sector representatives to obtain favorable treatment, to secure business, or to obtain an improper advantage is a crime in many countries Tecan does business, whether such payments are in

cash or in kind. It is also a crime in many countries to make these types of payments to government officials or private sector representatives of another country.

- You must not make or authorize payments in order to obtain, retain or direct business or to secure another improper advantage. You must not ask or permit third parties to do so on your behalf.
- You must be sure that possible activities and conduct are of a nature that is not open to misinterpretation if publicly disclosed.
- Tecan does not support political parties.
- Charitable contributions and sponsorships require Management Board approval.
- Report any suspicion of potentially corrupt behavior.

Further information and guidance on Bribery and Corruption can be found in the TMS Directive on *Preventing Bribery and on Gifts and Hospitality*.

6. GIFTS AND HOSPITALITY

Tecan employees may offer or accept gifts and invitations to meals that do not constitute an undue advantage or raise concerns about their or their contact's personal integrity. As a rule, Tecan Employees do not offer to pay for travels, accommodation and entertainment and do not accept such offers for hospitality.

Even gifts that are exchanged out of the purest motives of personal or professional friendship can be misunderstood or create improper influence and thus constitute a bribe. The same is true for invitations to meals and entertainment or the payment for travels and accommodation.

- Modest and customary meals and gifts can be offered or accepted, provided that they comply with local laws and Tecan's supporting directives.

- Make sure that the acceptance of any gifts or an invitation to a meal does not raise any concern regarding your personal integrity and Tecan's independence.
- Refuse to accept that a third party pays for your travels and accommodation.
- Do not pay for travels and accommodation of business contacts without prior approval from the responsible Management Board Member.
- Do not pay for entertainment of third parties or accept such invitations without prior approval from the responsible Management Board Member.

Further guidance on how to deal with Gifts and Hospitality can be found in the TMS Directive *Preventing Bribery and on Gifts and Hospitality*.

7. AVOIDING CONFLICTS OF INTEREST

Personal interests must not unduly influence our professional judgment.

In case of a conflict of interest, the employee concerned should immediately inform his/her Line Manager so that an appropriate solution can be found. Many actual or potential conflicts of interest can be resolved in an acceptable way for both the individual and the company.

- Avoid situations where your personal interests conflict with those of Tecan.
- Do not unduly use your position within Tecan for personal benefit or the benefit of relatives or close associates.
- Immediately inform your Line Manager about any actual or potential conflict of interest such that an appropriate solution can be found and have it approved in writing.

Further guidance on how to prevent Conflicts of Interest can be found in the TMS *Directive Avoiding Conflicts of Interest*.

8. EMPLOYMENT PRINCIPLES

Tecan embraces a culture of respect and equal opportunity. In this culture individual success shall solely depend on personal ability and contribution. Tecan condemns any form of forced labor and exploitation of children.

- Act and treat others with integrity, honesty, courtesy, consideration, respect and dignity.
- Know and honor Tecan's corporate values.
- Diversity and creative potential must be encouraged. Recruit and promote on the basis of merit and support the continuous development of people's skills and abilities.
- Contribute to maintaining a working environment in which any form of harassment is unacceptable.
- Report any inappropriate conduct directed towards you or others.

Further guidance on Tecan's Employment Principles can be found in the TMS *Directive Employment Principles*.

9. HEALTH, SAFETY AND ENVIRONMENT

Tecan is committed to conduct its business in a sustainable and environmentally responsible manner. Tecan offers safe products and provides a safe and healthy workplace for all its people worldwide and all Tecan sites comply with all applicable local health and safety laws and standards.

- Take personal responsibility for safety and health.

- Understand how your work may affect the environment.
- Be aware of the hazards associated with your work. Manage those risks responsibly and only undertake work if the necessary safety and health training has been provided.
- Seek to continually improve and reduce the environmental impact of your activities (e.g. avoid unnecessary business trips).
- Actively participate in energy-saving and waste reduction programs.
- Promptly report accidents, incidents of non-compliance, or any other matter posing a threat to safety, health or the environment.

10. FRAUD

Tecan shall not tolerate any fraudulent behavior.

Tecan does not accept any use of deception with the intention of obtaining an advantage, of avoiding an obligation or causing loss to another party.

- Incidents of Fraud shall be reported to the Line Manager and to the Internal Audit.
- Incidents of Fraud may also be reported anonymously by using the Tecan Complaint Portal.
- Incidents of fraud shall be promptly investigated by the Internal Auditor and where appropriate individuals shall be prosecuted.

Further guidance may be found on the TMS Directive Fraud and the *SOP on the Reporting of Fraud, Waste and Abuse*.

11. PROTECTING PERSONAL INFORMATION

Tecan is committed to protecting any personal information collected or held during the course of its business activities, by ensuring high standards of data protection worldwide.

- Ensure that you process personal data with due care and in compliance with applicable laws and Tecan principles.
- Never collect more personal data than needed.
- Process personal data in line with the scope the data was provided for.
- Never store personal data longer than necessary.
- Comply with all data protection and associated laws applicable to the countries in which Tecan gathers and holds personal information.
- If you are in doubt as to the proposed use of personal information, you should seek further advice and approval from the HR Department or from the Legal Department before collecting, accessing or using such information.
- Do not record things about people that you would be embarrassed to say to them directly.

Further guidance on the protection of Personal Information can be found on in the TMS Directive *Protecting Personal Information*.

12. PROTECTING COMPANY PROPERTY AND RESOURCES

Tecan's property and resources must only be used for the proper advancement of its business. It should not be used for personal gain, nor for any fraudulent purpose.

- Act appropriately and responsibly with regard to Tecan's property and

resources.

- Exercise due care when spending Tecan's money and making financial commitments on its behalf.
- Report promptly any potential improper action against Tecan's property and resources, so that appropriate action can be taken.
- Only use Tecan's property and resources for non-work related activities to the extent explicitly permitted by Tecan.

Further guidance can be found on the TMS Directive *Protecting Company Property*.

13. COMMUNICATIONS, DISCLOSURES AND RECORDS

Tecan communicates information with integrity, in a timely and appropriate manner and maintains accurate company books and records.

Communications are any external messages about Tecan or its products, including any that may be deemed to be made by Tecan or on its behalf. They include press releases, presentations, advertisements, promotional materials and content on the internet. Disclosures are statements published or submitted by Tecan to its shareholders, regulators, securities exchanges, the media and other third parties. Records include contracts, accounts, research and development data, batch records, and financial and non-financial documents.

Communications and Disclosures

- Ensure that all communications, whether print, web-based or verbal, comply with all appropriate internal and external standards, and have received appropriate internal approval before release.
- Do not communicate on behalf of Tecan unless you are authorized to do so. This includes communications about Tecan or Tecan's products on the internet or in other electronic media.
- All company related information (non-product) provided to the public shall be coordinated with the Head of Corporate Communications and Investor Relations.

- All media inquiries for company information (non-product) need to be directed to the Head of Corporate Communications and Investor Relations.
- Promptly communicate potentially material, non-public information to the General Counsel and the Head of Corporate Communications and Investor Relations, for a judgment on its disclosability and for approval prior to any disclosure.
- The TMS Directive “Unexpected occurrence of Material Non-Public Information Ad-hoc publicity” applies.
- All product-related advertising, promotion and marketing communication material must be correct, regulatory compliant and needs to follow Tecan’s guidelines. The TMS SOP “Development of APL Material” applies.

Records

- Manage Records with due attention.
- Never destroy any Records that relate to any actual or imminent legal proceeding.

14. INSIDER TRADING

Tecan employees are prohibited from insider trading for their own or others’ personal profit.

Insider Information is defined as material, non-public information about Tecan or its business partners which a reasonable investor would consider important in deciding whether to buy or sell the company’s equities. Such information includes for example financial results, and information about possible mergers, acquisitions or divestures, capital increases, capital market transactions, important licensing agreements and important collaborations.

- Protect and do not disseminate insider information.
- Do not trade in Tecan shares while in possession of insider information.
- Contact the Legal Department if you have a question or are uncertain about the scope or application of the Tecan Insider Directive.

Further guidance may be found in the TMS *Directive Insider Trading*.

15. CONFIDENTIAL INFORMATION

Tecan employees shall treat the confidential information of Tecan and the confidential information entrusted to Tecan by its customers and business partners with the utmost care to ensure that it is not disseminated inappropriately to any outside individual or third party.

Confidential information constitutes significant assets of Tecan or of Tecan's customers or business partners and requires diligent protection. All employees are legally obliged by employment laws to protect confidential information and they shall take appropriate measures to secure confidentiality and to prevent confidential information from inadvertent dissemination.

- Protect confidential information from unauthorized access and inadvertent disclosure.
- Only share confidential information with a person who needs to know said information and who is entitled to get this information.
- Only disclose confidential information to a third party for an approved business purpose and base upon a written confidentiality undertaking.
- Respect confidentiality obligations even after the termination of the employment contract.

Further guidance may be found in the TMS *Directive Confidential Information* and in the TMS *SOP Establishing, Approving and Executing Confidential Disclosure Agreements*.

16. COMPETITION AND ANTITRUST LAW

Tecan supports free enterprise. Tecan seeks to compete fairly and ethically and within the framework of applicable competition laws. Tecan will not prevent others from competing freely with it.

Competition and antitrust laws promote and protect the competitive process. These laws prevent companies from aligning their respective competitive behavior, or from abusing a dominant position. In general, antitrust laws of a country have extra-

territorial effect: The laws apply to all conduct that negatively impacts competition in a given country even where the conduct occurs outside the borders of that country.

- Never enter into agreements and understandings that are anti-competitive. In particular you should abstain from following practices:
 - (i.) *Price Fixing* agreements (whether formally or by concerted behavior) with competitors;
 - (ii.) *Market Sharing* arrangements with competitors: These arrangements include the allocation of customer, territories and tenders (the latter is commonly referred to as *bid rigging*);
 - (iii.) Exchange of Commercially Sensitive Information with competitors in order to support, implement or facilitate Price Fixing and/or Market Sharing.
- Participation in trade associations can be a legitimate activity, but is still subject to the certain rules.
- Consult the Legal Department before having discussions with competitors that are, or could appear to be anti-competitive.
- Avoid exchanging non-public or other sensitive information with customers or other third parties, if it is not necessary for legitimate business purposes, or if it could give the appearance of an inappropriate agreement or under-standing.
- Only gather information about competitors in an appropriate and lawful manner.
- Report any suspicions or allegations of actual or potential anti-competitive discussions or activities according to Section 3 above.

Further guidance on Tecan's Policy on Antitrust may be found in the TMS Directive *Antitrust*.

17. IMPORT, EXPORT CONTROL AND TRADE COMPLIANCE

Tecan is committed to procure and distribute products in strict compliance with applicable national and International Export Control and Trade Compliance Laws

Restrictions may apply to

- items that are exported to countries that are subject to certain trade restrictions, sanctions or embargoes.
- items that are imported from countries that are subject to similar restrictions.
- items which are primarily intended for civil use but may be suitable for military use too (*Dual Use*)
- individuals or organisations that are subject to restrictions (often individuals that are or were involved in terrorist activities or war crimes or the financing of such activities).
- to nationals of a country that is imposing sanctions to be involved in business dealings that relates to the sanctioned country.

Items are not only goods but can also include software, technology circuit boards, blue prints, design plans and technical information etc.. In order to facilitate compliance with Import, Export Control and Trade Compliance Laws, Tecan developed and maintains lists of countries:

- Tecan does not export to or import from (“Restricted Countries”);
- That requires elevated internal business approval (“Grey List”).

- Know the destination of your export, even if you export through intermediaries.
- Know if the Item that you are exporting qualifies as a “Dual Use Good” and which trade restrictions may apply to the export of the Item.
- Do not export into or import from countries that are on Tecan’s list of

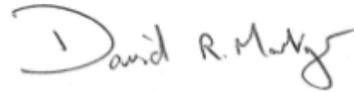
“Restricted Countries” (to be found on Tecan’s intranet)

- Obtain elevated internal business approval before executing an export to a country that is mentioned on the Grey List.

Männedorf, December 12, 2012



Rolf Classon, Chairman



Dr. David Martyr, CEO