

## GLOBAL ANTI-CORRUPTION POLICY

Effective Date: February 1, 2022

### Purpose:

Azenta, Inc. (the “Company”), is committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all employees and other persons acting on its behalf to uphold this commitment. This commitment is set out in our Standards of Conduct. To provide further guidance in accordance with this commitment, the Company has adopted this Anti-Corruption Compliance Policy (the “Policy”), which is applicable to all directors, officers, employees, agents, representatives, and other associated persons of the Company (which may include consultants, advisors and temporary employees) (collectively “Company Personnel”).

In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) directly or indirectly to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments.

### Scope:

This Policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing, and enable the Company to respond promptly and effectively to any inquiries about its conduct. Company Personnel who violate this Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. Therefore, any Company Personnel who have any questions concerning the requirements of this Policy should consult with the General Counsel.

### Policy:

#### I. Our Policy

##### A. **Company Personnel shall not be permitted to pay or receive bribes.**

Company Personnel must conduct their activities in full compliance with this Policy, the U.S. Foreign Corrupt Practices Act (“FCPA”), U.K. Bribery Act, and all other applicable anti-corruption laws of the jurisdiction where the Company conducts business.

Under this Policy, Company Personnel are not permitted to give or offer anything of value, directly or indirectly, to any Government Official\* or any commercial party for the purpose of improperly obtaining or retaining a business advantage. “Anything of value” should be broadly interpreted to include cash, gifts, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities, employment offers, and medical care, among other items. Simply put, bribes, kickbacks, or similar payments, no matter the form or if they are paid directly or indirectly, are never permitted, whether made to a Government Official or to customers, investors, clients, or other private parties. Similarly, Company Personnel may not solicit or accept such payments. Company Personnel are required to exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate. It also does

not matter if Company Personnel are using private funds or Company funds to make such payments, or if the improper advantage provided is a “free” favor that requires no funds at all.

*\* Note: The term “Government Official” includes all officers or employees of a government department, agency, or instrumentality; permitting agencies; customs officials; candidates for political office; and officials of public international organizations (e.g., the Red Cross). This term also includes officers or employees of state- and government-owned or controlled commercial enterprises, such as state-owned enterprises, public universities, airlines, oil companies, health care facilities, or other vendors. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse, or child of a government employee if a gift to the individual would be prohibited under this Policy).*

If confronted with a request or demand for an improper payment, favor or other violation of this Policy, the request or demand must be immediately rejected and reported to the Company’s General Counsel. Similarly, if any Company Personnel or agent knows or believes that an improper payment has been or will be made, the Company Personnel or agent must also report such payment to the Company’s General Counsel. The Company’s policy is that no adverse employment action will be taken against any personnel in retaliation for, honestly and in good faith, reporting a violation or suspected violation of anti-corruption laws or this Policy.

## **B. Facilitation Payments**

Company Personnel are prohibited from making “facilitation” payments. Facilitation payments are payments made to Government Officials in exchange for expediting or ensuring the performance of a routine governmental action or function for which the Government Official will not be exercising his or her discretion (e.g., processing visas, providing police protection or mail service, supplying utility services). Facilitation payment requests typically arise in connection with issuing licenses and permits, processing paperwork, and obtaining similar services to which the Company or Company Personnel are entitled as a matter of law.

The Company prohibits facilitation payments even if they are permitted by local laws or regulations. If you receive a request for a facilitation payment, you should deny the request and immediately report the incident to a manager or the General Counsel.

## **C. Gifts, Meals, Entertainment, Travel, Lodging, and Employment**

This Policy sets forth various rules relating to gifts, entertainment, travel, meals, lodging, and employment. As a general matter, the payments or expenditures (including gifts, meals, entertainment, etc.) should be (1) reasonable in amount and frequency, not lavish or extravagant; appropriate in the context of the business occasion; and (3) for a bona fide purpose. The intent should be only to build a business relationship or offer normal courtesy, not to influence the business judgment of the recipient. All such expenditures must also be recorded accurately in the books and records of the Company, in accordance with Section IV below. Individual countries or regions may have separate policies that provide additional guidance, modifications, or limitations on the value of the value of gifts, meals, travel and entertainment. Please consult with your manager or the General Counsel if you have questions if such special guidelines apply.

### **1. Gifts**

In general, the Company competes for and earns business through the quality of its personnel, products, and services, not with gifts or lavish entertainment. The use of Company funds or assets

for gifts, gratuities, or other favors to Government Officials or any other individual (in the private or public sector) that has the power to decide or influence the Company's commercial activities is prohibited, unless all of the following circumstances are met.

- (a) The gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards, or gambling chips);
- (b) The gift is permitted under both local law and the guidelines of the recipient's employer;
- (c) The gift is presented openly with complete transparency;
- (d) The gift is properly recorded in the Company's books and records;
- (e) The gift is provided as a token of esteem, courtesy, or in return for hospitality and should comport with local custom;
- (f) The gift is not given and does not give the appearance of being given as a quid pro quo (offered for something in return), such as in exchange to help secure any specific business opportunity or decision, as well as gifts determined based on the value of a customer's purchase of Company goods and services; and
- (g) The value of any individual gift is less than \$50 USD and the total value of gifts provided to a recipient do not exceed \$100 USD per year.<sup>1</sup>

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by the General Counsel.

In all circumstances, Company Personnel are prohibited from providing gifts, gratuities, or other favors to influence a business decision or to obtain an improper advantage. For example, Company Personnel are prohibited from providing gifts or gift cards to individual employees of a customer to incentivize, reward, or otherwise in connection with, a customer's purchase or payment to the Company for the Company's products and services. Similarly, Company Personnel are prohibited from providing gifts or gift cards to a Government Official in connection with an inspection, grant, or other decision.

Note that the restrictions on the provision of gifts, as well as the reporting requirements in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (*i.e.* paying these expenses out of your own pocket does not avoid these requirements).

Company Personnel must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities, or other favors from any customer, supplier, or other person doing or seeking to do business with the Company, unless the benefits provided are consistent with the same guidelines above. While it may be difficult to assess the value of gifts provided to Company Personnel, any gifts that are lavish or extravagant should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition.

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<sup>1</sup> The aggregate limit excludes branded items with a value of less than \$25 USD (e.g., pens or mousepads provided a tradeshow booth) and gifts that are provided at group events with more than 10 attendees.

## 2. Meals and Entertainment

Common sense and moderation should prevail in business meals and entertainment engaged in on behalf of the Company. Company Personnel should provide business meals and entertainment only if these expenses are infrequent, modest, and intended to serve legitimate business goals.

Meals and entertainment should never be offered as a means of influencing another person's business decision. Each should only be offered if it is appropriate, reasonable for promotional purposes, and offered or accepted in the normal course of an existing business relationship. The appropriateness of a particular type of meal or entertainment, of course, depends upon both the reasonableness of the expense and on the type of activity involved. This is determined based on whether or not the expenditure is sensible and proportionate to the nature of the individual involved. Adult entertainment is strictly prohibited.

Expenses for meals and entertainment for Government Officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company's commercial activities may be incurred without prior approval by the General Counsel only if all of the following conditions are met:

- (a) The expenses are bona fide and related to a legitimate business purpose and the events involved are attended by appropriate Company representatives;
- (b) The expenses are properly recorded in the Company's books and records;
- (c) The expenses are not given, and does not give the appearance of being given, as a quid pro quo (offered for something in return), such as in exchange for any specific business or purchase decision;
- (d) The cost of the meal or entertainment is less than \$150 USD per person; and
- (e) The meal or entertainment is permitted under local law and by the rules of the recipient's employer.

In any circumstance, Company Personnel may not reimburse, sponsor or support the cost of meals or entertainment for customers or Government Officials, where such costs do not have a legitimate business purpose with the Company. For example, Company Personnel should not be reimbursing, sponsoring or supporting costs for meetings, meals and events hosted by customers and Government Officials that are not specifically related to Company products and services.

Expenses for meals and entertainment that do not fall specifically within the above guidelines require advance consultation and approval by General Counsel.

For all meal and entertainment expenses, the reimbursement request must identify the total number of all attendees and their names, employer, and titles (if possible). All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records. In all instances, Company Personnel must ensure that the recording of the expenditure associated with meals and entertainment clearly reflects the true purpose of the expenditure. When possible for large group events, payments for meals and entertainment should be made directly by the Company to the provider of the service, and should not be paid directly as a reimbursement (either to Company Personnel or to customers or Government Officials).

Note that the restrictions on the provision of meals and entertainment, as well as the reporting requirements in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (i.e. paying these expenses out of your own pocket does not avoid these requirements).

Please note that meals and entertainment that are provided in connection with events in which Company Personnel are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this Policy.

Company Personnel must not accept, or permit any member of his or her immediate family to accept, any meals or entertainment from any customer, supplier, or other person doing or seeking to do business with the Company if the expenses are lavish or extravagant.

### **3. Travel and Lodging**

The provision of travel support and lodging to Government Officials, customers, or other outside recipients presents unique risks to the Company. Travel needs to be focused on business events and not for pleasure or vacation, and must not include family members. The expectation is that travel events will have itineraries with a plan as to how the time will be spent and any entertainment will be appropriate and not the focus of the event. Such expenses require prior planning and may not be incurred without prior approval from the General Counsel. Additionally, using third parties such as distributors or sales agents to cover the costs on the Company's behalf does not excuse the need for General Counsel approval. Payment for travel and lodging should be made directly by the Company to the provider of the service or via reimbursement to an individual's employer, and should not be paid directly as a reimbursement either to Company Personnel or to customers or Government Officials. Per diem allowances for Government Officials, customers, or other outside recipients are never permissible.

### **4. Employment/Internships**

On occasion, Government Officials or the Company's business partners may request that the Company provide internships or employment to certain individuals. Offering internships or employment to Government Officials, the Company's business partners, or their friends and family may be viewed as providing an item of value under applicable anti-corruption laws.

This Policy sets forth guidance for handling such requests from Government Officials or the Company's business partners. If such a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the General Counsel must be notified of the candidate's relationship to a Government Official or the Company's business partner. If such a candidate related to a Government Official or a Company business partner is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by the General Counsel.

### **D. Political Contributions and Charitable Donations**

Company Personnel may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, and in the case of political contributions or charitable contributions connected to any Government Official or government entity made with the prior approval of the General Counsel. In addition, charitable contributions must be made only to *bona fide* charitable organizations. In certain instances where there is heightened risk of corruption, the General Counsel may require diligence to be conducted on the organization before any donation is made. The General Counsel must be notified if a Government Official solicits a political or

charitable contribution in connection with any government action related to the Company or its affiliates. Individual Company Personnel or agents may not make political contributions on behalf of the Company or its affiliates.

Company Personnel may, of course, exercise their personal right to make political or charitable donations from their own resources, provided that these donations do not give rise to any actual or apparent conflict of interest or appearance of impropriety for the Company.

## **II. Relationships with Third Parties**

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing or recklessly ignoring that value will be given to a Government Official for an improper purpose. Therefore, Company Personnel should avoid situations involving third parties that might lead to a violation of this Policy. Common types of third parties include agents, consultants, and distributors.

Company Personnel who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. Such precautions may include conducting an integrity due diligence review of the third party, inserting appropriate anti-corruption compliance provisions in the third party's written contract (depending on the circumstances, such provisions could include representations, warranties, covenants, and may require the agent to undergo training), requiring the third party to certify that it has not violated and will not violate this Policy or any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement. Company Personnel retaining third parties that will be representing the Company before Government Officials in sales situations, situations associated with obtaining licensing/permitting incident to sales, and other circumstances important to the Company's operations must discuss the engagement with the General Counsel prior to hiring the third party. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the General Counsel.

In addition, once a third party is engaged, Company Personnel who deal with third parties must always be aware of and continue to monitor for potential red flags. Red flags are certain actions or facts that should alert the Company that there is a possibility of improper conduct by a third party. A red flag does not necessarily mean that something illegal has happened, but rather that further investigation is required. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, upfront payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for political or charitable contributions;
- The third party is related to a Government Official or has a close personal or business relationship with a Government Official;
- Any refusal or hesitancy by the third party to disclose its owners, partners, or principals;

- The third party uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The third party expresses a desire to keep the representation of the Company or the terms of the retention secret; and
- The third party has little experience in the industry but claims to “know the right people.”
- The third party is identified in public reports as being involved in a corruption scandal or investigation.

If Company Personnel have reason to suspect that a third party is engaging in potentially improper conduct or have identified a red flag, they shall report the situation to the General Counsel immediately. The Company shall conduct an investigation and stop further payments to the third party if the Company’s suspicions are verified through the investigation.

### **III. Recordkeeping and Internal Controls**

This Policy requires that all expenditures made by the Company are accurately reflected in the Company’s financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws, and practices for accounting and financial reporting. Company Personnel must be timely and complete when preparing all reports and records required by management. In particular, Company Personnel should ensure that no part of any payment is made for any purpose other than what is fully and accurately described in the Company’s books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company’s financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company’s books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. The Finance Department primarily responsible for the oversight and enforcement of this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

### **IV. Compliance Procedures and Training**

As part of the Company’s ongoing commitment to anti-corruption compliance, all Company Personnel must receive and review a copy of this Policy. All such Company Personnel must then certify in writing that they (1) have reviewed the Policy; (2) agree to abide by the Policy; and (3) agree to report any potential violations of the Policy to the General Counsel.

In addition, the Company will offer periodic anti-corruption compliance training programs to educate Company Personnel about the requirements and obligations of anti-corruption laws and this Policy. The Company will retain attendance records.

Company Personnel are asked to complete and sign a certification of the above (see Appendix A).

### **V. Reporting Requirements and Whistleblower Protection**

The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share this commitment. The Company therefore expects and requires any Company Personnel who have knowledge of, or reason to suspect, any violation of this Policy to report it immediately through appropriate channels. Reports may be made through the Company’s hotline, which is staffed by an independent, third-party provider to help ensure confidentiality:

By phone: U.S. Hotline: 888-311-6684

International: For a complete list of access codes, go to Corporate Ethics Hotline on Inside Azenta Home Page

By Internet: <https://secure.ethicspoint.com/domain/media/en/gui/80307/index.html>

By email: [corporate.ethics.us@azenta.com](mailto:corporate.ethics.us@azenta.com)

If any Company Personnel fail to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination. It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy.

#### **VI. Administration of the Policy**

The General Counsel and his or her designees will be responsible for general administration of this policy and any related procedures. The General Counsel will have the authority to grant exceptions, if appropriate, to provisions of the policy, and may delegate such authority to any employee of the Company.

The General Counsel or his or her designees will investigate any possible violations of the Policy and any related procedures to determine whether sanctions should be imposed, including, but not limited to, oral or written reprimand, demotion and suspension or termination of employment of the violator, or such other course of action as may be appropriate.

All questions regarding this Policy should be directed to Jason Joseph, our General Counsel, at [jason.joseph@azenta.com](mailto:jason.joseph@azenta.com) or at 978-262-7655.