

# **LUMINEX CORPORATION**

## **Code of Compliance**

## CODE OF COMPLIANCE

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## CODE OF COMPLIANCE

### I. INTRODUCTORY STATEMENT OF LUMINEX POLICY

Luminex Corporation and each of its subsidiary companies (“Luminex”) is committed to delivering superior products and services to its customers and operating with high ethical standards in accordance with applicable U.S. state, U.S. federal and international laws and regulations and, as appropriate, the applicable standards of the International Organization for Standardization (“ISO”). With this goal in mind, Luminex has implemented a comprehensive compliance program (the “Program”). This Code of Compliance (the “Code”) is a crucial part of the Program. Through performance in accordance with this Code, Luminex and its personnel will earn and receive the respect of one another, the public, the business community, customers and regulatory authorities. This Code is intended generally to define the scope of conduct expected of Luminex personnel. Many of the subjects addressed in this Code are complex and require detailed policies and procedures. As such, this Code is meant to supplement other policies and procedures established by Luminex such as the Quality Manual, Employee Handbook, FDA Compliance Policy and Intellectual Property Program. Also, this Code cannot, nor was it intended to cover, every situation that Luminex personnel may encounter. In any given situation, Luminex recognizes that no set of standards or procedures can substitute for personal integrity, good judgment and common sense.

Compliance is the business of all Luminex personnel. It is the personal responsibility of all personnel to become familiar with these standards of conduct, as well as all Luminex policies and procedures that apply to their assigned duties and responsibilities, and to conduct themselves accordingly. The effectiveness of Luminex’s compliance efforts depends upon our personnel bringing all compliance issues to the attention of Luminex’s Compliance Officer or the Board of Directors of Luminex Corporation (“Board of Directors”). If you are not sure whether a particular situation raises a compliance issue, you must err on the side of reporting the issue to the Compliance Officer or the Board of Directors.

Luminex’s Compliance Program includes the following elements:

- A. Standards and Procedures. Luminex has established written compliance standards and procedures to prompt appropriate conduct and reduce the prospect of improper or illegal conduct. These standards and procedures include this Code and other Luminex policies and procedures. All Luminex personnel are required to adhere to these standards and procedures and must certify that they have read this Code and agree to comply with the provisions of this Code and the other Luminex policies and procedures.
- B. Oversight. The Board of Directors, through the Nominating and Corporate Governance Committee of the Board of Directors, has responsibility to oversee and implement the Program. The Nominating and Corporate Governance Committee has assigned compliance monitoring oversight for the Program to the Compliance Officer. See Section III – Oversight and Section VI – Compliance Officer Contact Information. Notwithstanding the foregoing, certain financial

statement matters and accounting disclosures are under the oversight of the Audit Committee.

- C. Training. Luminex will conduct training and education on compliance standards and policies and procedures for all personnel. All new personnel must receive training as soon as practical after beginning employment with Luminex. Personnel are required to actively participate in such training programs. See Section IV – Training, Monitoring and Auditing.
- D. Monitoring and Auditing. Luminex has implemented monitoring and auditing systems to (i) review compliance with this Code and the Program and (ii) uncover illegal conduct within Luminex. Each employee or agent is required to report actual or suspected compliance issues to the Compliance Officer. Employees and agents may report compliance issues anonymously and without fear of retribution. Failure, however, to report compliance issues may subject an individual to disciplinary action, including dismissal. See Section IV – Training, Monitoring and Auditing.
- E. Confidentiality and Non-Retaliation. Luminex personnel can be assured that any matter submitted to the Compliance Officer will be treated confidentially. Personnel are not required to provide their names in such conversation or correspondence and Luminex will not make any effort to identify any person who requests to remain anonymous. Luminex will not engage in or tolerate retaliation against personnel who report violations of Luminex’s policies.
- F. Lines of Communication. Luminex has developed accessible lines of communication, including discussions at departmental meetings regarding compliance issues and the Compliance and Information Reporting Line which can be accessed by dialing toll-free 1-866-363-5400, or, if a local call, (512) 401-5435, or, if internal, ext. 5435, or e-mail at [compliance@luminexcorp.com](mailto:compliance@luminexcorp.com), as detailed in Section IV below. In addition, employees may forward concerns or complaints regarding accounting, internal controls or auditing matters on a confidential or anonymous basis by dialing 1-866-504-0700, or if a local call, (512) 401-5434, or, if internal, ext 5434, as further discussed in Section 2.08 below, or by contacting the Chairman of the Audit Committee at (615) 804-2601.
- G. Response and Corrective Action. Compliance is treated seriously and violations will be dealt with consistently and uniformly. After a violation has been detected or reported, Luminex will take reasonable steps to respond appropriately and to prevent future similar conduct or violations. See Section V – Response and Corrective Action.

## **II. STANDARDS OF CONDUCT**

### **2.01. General Compliance Policy**

Luminex seeks to comply with all U.S. state, U.S. federal and international laws and regulations relating to its operations and to ensure that its personnel comply with these

laws and regulations. Luminex is committed to following professional standards of ethics, honesty and integrity in its relationships with customers, strategic partners, competitors, employees of Luminex, U.S. state, U.S. federal and international government agencies and all other individuals and entities. With this commitment in mind, all Luminex personnel must review and certify in writing that they have read and understand this Code as it relates to their role in Luminex. If Luminex personnel do not understand any of the following standards or encounter questionable situations which do not clearly fit within the standards, then they should speak with the Compliance Officer.

***Personnel Screening.*** Luminex will not employ or otherwise engage, with or without pay, or contract with any individual whom Luminex knows has been convicted of a criminal offense bearing on the performance of their duties or related to healthcare, or listed by a U.S. federal agency as debarred, excluded, suspended or otherwise ineligible for U.S. federal program participation. Luminex will make reasonable inquiry into the status of all potential personnel. Any individual charged with a criminal offense relating to healthcare or excluded or suspended from U.S. federal or U.S. state healthcare payment programs while employed by or otherwise affiliated with Luminex will be removed immediately from responsibility for or involvement with Luminex's business affairs or operations, until the resolution of such charges with a finding of no responsibility or liability.

## **2.02. Quality Assurance and FDA Compliance**

Luminex's mission is to create a world-class company dedicated to establishing our innovative biological testing technologies as the standard throughout the life sciences industry. Luminex is committed to delivering superior products and services that enhance and accelerate our customer's ability to improve the quality of life of people around the world. This dedication and commitment has spurred Luminex to establish a comprehensive Quality Management System which is outlined in detail in Luminex's Quality Manual.

***ISO Standards.*** Luminex's Quality Management System has been established and implemented in accordance with ISO 9001:2008 and 13485:2003. ISO standards are internationally recognized for establishing quality management systems that demonstrate an organization's ability to consistently provide products and services meeting both the requirements of customers and regulatory bodies. Luminex has developed policies and procedures designed to ensure compliance with these ISO standards which are available for review by employees on the intranet/Agile system maintained by Luminex or otherwise made available by Luminex. Luminex employees are responsible for understanding their role in Luminex's ongoing compliance with ISO standards and employees must report any instances of noncompliance with these standards to the appropriate Luminex personnel, their supervisor or the Compliance Officer.

***FDA.*** Luminex is committed to complying with regulatory requirements of the United States Department of Health and Human Services Food and Drug Administration ("FDA") and the applicable requirements of foreign regulatory bodies, including Health Canada, imposed upon its design, manufacturing and distribution of products and use of

lasers. The Luminex Quality Management System has been established and implemented in accordance with FDA regulations codified at 21 C.F.R. 820 (excepting Part 11, electronic signatures). Luminex has developed detailed policies and procedures regarding FDA compliance, including Luminex's FDA Compliance Program and Luminex's Laser Safety Guidelines, which are available for review on the intranet/Agile system or otherwise made available by Luminex. Employees are responsible for understanding their role in Luminex's ongoing compliance with FDA requirements and must report any instances of noncompliance to the appropriate Luminex personnel, their supervisor or the Compliance Officer.

### **2.03. Standards Relating to Gifts to or by Employees; Bribery; Kickbacks; Relationships with Healthcare Providers.**

***Gifts; Bribery; Kickbacks.*** Employees may not give or receive anything of more than token value to or from any individual or organization with whom Luminex does business, or who is seeking to do business with Luminex.

Certain business courtesies, such as payment for a lunch or dinner in connection with a business meeting, normally would not be a gift within the context of this policy. However, such activity must be limited in frequency. Employees will endeavor to avoid any situation where a gift or activity might appear to influence business judgment or relationships. It is against Luminex's policy to engage in any form of commercial bribery, including the offer or acceptance of any improper payment, gratuity or gift to obtain business or secure services.

Employees are prohibited from offering, promising to pay or authorizing payment of any money or anything of value to any governmental official, any political party or official thereof or any candidate for political office for the purpose of influencing any act or decision of such official, party or candidate in his or its official capacity or for the purposes of inducing such official, party or candidate to use his or its influence to affect or influence any act or decision of a government or any agency thereof. Employees are likewise prohibited from using agents or intermediaries, if the employees know or have reason to know that the agent is engaged in such activities on behalf of Luminex.

U.S. federal and many U.S. state and international laws and regulations strictly prohibit the payment of compensation or giving of gifts or anything of value to anyone connected with the government as an inducement for contract awards, including subcontracts with a government contractor. Seeking or accepting any compensation in connection with such contracts is similarly prohibited. U.S. federal law also prohibits the payment of compensation or giving of gifts or anything of value to any foreign government employee or official as an inducement for contract awards. Luminex employees are strictly prohibited from making or offering to make payments or provide anything of value to a foreign government employee or official without prior approval from Luminex's General Counsel.

***Relationships with Healthcare Providers.*** U.S. federal and U.S. state laws and regulations prohibit "kickback" activities within the healthcare field. Luminex requires

compliance with these laws. This anti-kickback prohibition is broad and it applies not only to hospitals and other healthcare facilities but also to vendors or suppliers who sell products or services to those entities. Any violation of this law can expose Luminex and individual personnel to significant penalties, including substantial fines and exclusion from participation in U.S. federal and/or U.S. state payor healthcare programs. In addition, any person participating in these “kickback” activities is subject to criminal prosecution.

#### **2.04. Standards Relating to Billing Practices**

Luminex is committed to ensuring that the claims for payment it submits or causes to be submitted to any customer, including any governmental body, accurately reflect the products or services provided by Luminex. There are a number of U.S. federal, U.S. state and international laws and regulations that impose severe civil and criminal liability on individuals and companies who submit or cause to be submitted either intentionally or recklessly false or misleading claims for payment to the U.S. federal, U.S. state or international government and private parties.

#### **2.05. Employment and Workplace Matters**

Luminex is committed to preserving its human resources by providing and maintaining safe and healthy working conditions for its personnel free from harassment or discrimination of any kind. Luminex has developed an Employee Handbook, which is available for review on the intranet/Agile system or otherwise made available by Luminex, relating to maintaining the workplace in a manner consistent with applicable laws. Each employee is required to review the Employee Handbook and is responsible for conducting themselves in accordance with the Employee Handbook.

#### **2.06. Conflicts of Interest**

A conflict of interest occurs when an employee’s individual private interest interferes, or appears to interfere, in any way with the interests of Luminex. Following are certain ways that a conflict of interest may arise, but they are by no means a comprehensive list. If any employee believes that he or she or another employee may have an actual or potential conflict of interest with Luminex, the employee should immediately report it to his or her supervisor or the Compliance Officer.

***Outside Activities.*** An employee’s outside activities must not reflect adversely on Luminex or give rise to a real or apparent conflict of interest with the employee’s duties with Luminex. Employees must be alert to potential conflicts of interest and be aware that they may be asked to discontinue outside activity should such a conflict arise.

***Personal Financial Interest.*** Employees, and members of their household, should avoid outside financial interests that might conflict with Luminex’s interests. Such outside interests could include, among other things:

1. Personal or family financial interests in or indebtedness to enterprises that have business relations with Luminex.



2. Conduct of any business not on behalf of Luminex with any Luminex vendor, supplier, customer or agency or any of their officers or employees.
3. Acquiring an interest in outside entities, properties, etc., in which Luminex has an interest or potential interest or in any competitor of Luminex. This would include stock in businesses being considered for acquisition or real estate for possible new or expanded company operations.

## **2.07. Related Party Transaction Policy**

### ***Policy Statement***

Luminex recognizes that Interested Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of Luminex and its stockholders. Accordingly, it is the policy of the Board of Directors of the Company that all Interested Transactions with Related Parties (as defined below) shall be subject to approval in accordance with the procedures set forth below.

This policy is not intended to limit the more general policies regarding “conflicts of interest” set forth in this Code of Compliance.

### ***Review and Approval Procedures***

The Audit Committee (the “Committee”) shall review all Interested Transactions that require the Committee’s approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below with respect to certain de minimus transactions that may be approved by the Chair of the Committee and specified pre-approved transactions. If advance Committee approval of an Interested Transaction is not feasible, then the Interested Transaction shall be considered for ratification at the Committee’s next regularly scheduled meeting. In determining whether to approve or ratify an Interested Transaction, the Committee shall consider all relevant information and facts available to the Committee regarding the Interested Transaction (including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved), and shall take into account (as applicable), among other factors it deems appropriate:

- the Related Party’s relationship to Luminex and direct or indirect interest in the transaction, both objective (e.g., the dollar amount of the Related Party’s interest) and subjective (e.g., any personal benefit not capable of quantification);
- whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances;
- if applicable, the availability of other sources of comparable products or services;
- the benefits to Luminex of the proposed Interested Transaction;

- the impact on a director's independence in the event the Related Party is a director, an "associated person" (as defined below) of a director or an entity in which a director is a partner, member, shareholder or officer; and
- the applicable terms of any credit or similar agreement governing related party transactions.

The Committee has reviewed the potentially Interested Transactions described below under "Certain Pre-Approved Interested Transactions" and determined that each of the transactions described therein shall be deemed to be pre-approved by the Committee under the terms of this policy. In addition, the Chair of the Committee has the authority to pre-approve or ratify (if pre-approval is not feasible) any Interested Transaction with a Related Party in which the aggregate amount involved is expected to be less than \$120,000. In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction deemed pre-approved pursuant to paragraph 3, 4, 6 or 7 under "Certain Pre-Approved Interested Transactions" below and each new Interested Transaction pre-approved or ratified by the Chair in accordance with this paragraph shall be provided to the Committee for its review.

The Committee shall, on at least an annual basis, review and assess ongoing relationships that constitute Interested Transactions with Related Parties to see, based on all relevant facts, information and circumstances (including the Company's contractual obligations), if the Interested Transaction remains appropriate or should otherwise be modified or terminated.

No director shall participate in any approval of an Interested Transaction for which he or she (or any of his or her associated persons) is a Related Party or otherwise has a direct or indirect interest, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

#### ***Definition of Interested Transaction and Related Party***

An "Interested Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved exceeded, or will or may be expected to exceed, \$120,000 in any calendar year;
- Luminex was, is or will be a participant; and
- any Related Party had, has or will have a direct or indirect interest, which interest, for avoidance of doubt, need not solely be an economic benefit; provided that a Related Party will not be deemed to have an "indirect" interest solely as a result of being a director or a less than ten percent (10%) beneficial owner of another entity.

A “Related Party” is any:

- person who is or was (since the beginning of the last fiscal year for which Luminex has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director;
- greater than five percent (5%) beneficial owner of Luminex’s common stock;
- “immediate family member” of any of the foregoing. “Immediate family member” includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee) (collectively, “associated persons”); or
- firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner, managing member or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

### ***Certain Pre-Approved Interested Transactions***

The Committee has reviewed the types of potentially Interested Transactions described below and determined that each of the following Interested Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000.

1. **Employment of named executive officers.** Any employment by Luminex of an executive officer of the Company if:
  - the related compensation is required to be reported in the Company’s proxy statement under Item 402 of the Securities and Exchange Commission’s (the “SEC”) compensation disclosure requirements under Regulation S-K; or
  - the executive officer is not an immediate family member of another executive officer or director of Luminex, the related compensation would be reported in Luminex’s proxy statement under Item 402 of the SEC’s compensation disclosure requirements under Regulation S-K if the executive officer was a “named executive officer” (as defined under the applicable SEC rules), and Luminex’s Compensation Committee approved (or recommended that the Board approve) such compensation.
2. **Director compensation.** Any compensation paid to a director if the compensation is required to be reported in Luminex’s proxy statement under Item 402 of the SEC’s compensation disclosure requirements under Regulation S-K.
3. **Certain transactions with other companies.** Any transaction with another company at which a Related Party’s only relationship is as an employee (other than an executive officer), director or beneficial owner (together with any of his or her associated persons) of less than ten percent (10%) of that company’s

shares, if the aggregate amount involved does not exceed the greater of \$200,000, or five percent (5%) of that company's total annual revenues.

4. **Certain company charitable contributions.** Any charitable contribution, grant or endowment by Luminex to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed \$200,000 or five percent (5%) of the charitable organization's total annual receipts.
5. **Transactions where all shareholders receive proportional benefits.** Any transaction where the Related Party's interest arises solely from the ownership of Luminex's securities and all holders of such Luminex securities received the same benefit on a pro rata basis (e.g. dividends).
6. **Transactions involving competitive bids.** Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids as part of an objective bidding process.
7. **Certain banking, bond and stock-related services.** Any transaction with a Related Party involving services as a bank depository of funds, transfer or exchange agent, registrar, trustee under a trust indenture or similar services.

### ***Disclosure***

All Interested Transactions that are required to be disclosed in Luminex's filings with the SEC shall be so disclosed in accordance with applicable rules and regulations. The material features of this policy, together with any Interested Transactions not approved in accordance with this policy, shall be disclosed in Luminex's annual report on Form 10-K or in Luminex's proxy statement, to the extent required by applicable laws, rules and regulations.

### **2.08. Financial Reporting and Records; Disclosure Oversight; Code of Ethics for All Personnel; Document Retention**

***Financial Reporting and Records.*** Each employee must do his or her part to ensure that the books of account and financial records of Luminex meet high standards of accuracy and completeness. This responsibility does not rest exclusively with Luminex's accounting personnel.

If an employee has reason to believe that any of Luminex's books and records are not being maintained in an accurate or complete manner, the employee is expected to report this immediately to his or her supervisor or the Compliance Officer. Employees with concerns or complaints regarding accounting, internal controls or auditing matters ("Accounting Matters") may report such concerns or complaints on a confidential or anonymous basis through the Company's hotline **1-866-363-5400**, if a local call, (512) 401-5434, if internal, ext. 5434 or by contacting the Chairman of the Audit Committee at **(615) 804-2601**. Such concerns or complaints may also be forwarded directly to the

Compliance Officer by telephone at (512) 219-8020, ext. 3238 or by e-mail to [compliance@luminexcorp.com](mailto:compliance@luminexcorp.com).

Concerns or complaints regarding Accounting Matters will be forwarded to the Chairman of the Audit Committee of the Board of Directors. The Company will not discharge, demote, suspend, threaten or harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of concerns or complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. However, providing a false report in bad faith would be grounds for disciplinary action, up to and including dismissal of the employee.

Similarly, Luminex relies on employees to speak up if they ever feel that they are being pressured to prepare or destroy documents in violation of law, regulation or Luminex policy or if they become aware that any misleading, incomplete or false statement was made to an accountant, auditor, attorney or government official in connection with any audit, examination or filing with a government agency, such as the FDA, the SEC or a U.S. federal or U.S. state governmental agency or department.

Each employee involved in the preparation of Luminex's financial statements must prepare them according to generally accepted accounting principles and other applicable accounting standards and rules, so that the statements fairly and completely reflect the operations and financial condition of Luminex. All transactions must be recorded appropriately to ensure accountability for assets, liabilities and activities of Luminex and to supply the data needed in connection with the preparation of the financial statements. All receipts and disbursements must be accurately described in the books and records of Luminex and must be supported by appropriate documentation.

***Disclosure Oversight.*** In connection with the recently enacted Rules 13a-15 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Luminex has created a disclosure committee to ensure that Luminex maintains disclosure controls and procedures for reports and other filings with the SEC (the "Disclosure Committee"). The Disclosure Committee consists of the chief executive officer, the chief financial officer, the general counsel and other officers and employees as deemed appropriate to adequately collect and review information for reports and other filings with the SEC.

In addition to the Disclosure Committee, the Audit Committee of the Board of Directors has the following primary duties and responsibilities as set forth in its Audit Committee Charter:

- Oversee the Company's accounting and financial reporting processes and audits of the Company's financial statements;
- Oversee the integrity of Luminex's systems of internal controls regarding finance, accounting and legal compliance;

- Oversee the independence and performance of the Company's independent auditors; and
- Provide an avenue of free and open communication among the independent auditors, management and the Board of Directors.

See the Charter of the Audit Committee for a more complete description of its duties and responsibilities. A copy of the Audit Committee Charter is available for review on the Luminex website ([www.luminexcorp.com](http://www.luminexcorp.com)).

***Code of Ethics for all Personnel.*** In addition to the terms and conditions of this Code, all Luminex personnel, including its directors, Chief Executive Officer and senior financial officers, are expressly subject to the following additional specific policies regarding financial accounting, reporting, disclosures and internal controls:

1. All personnel, not just the CEO and all senior financial officers, are responsible for ensuring the full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by Luminex with the SEC and in other public communications made by Luminex. Accordingly, it is the responsibility of all personnel to promptly bring to the attention of the Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by Luminex in its public filings and in other public communications made by Luminex or otherwise assist the Disclosure Committee in fulfilling its responsibilities.
2. All personnel shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect Luminex's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in Luminex's financial reporting, disclosures or internal controls.
3. All personnel shall promptly bring to the attention of the Compliance Officer and the Audit Committee any information he or she may have concerning any violation of this Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships or any other dishonest or unethical conduct, involving any management or other employees who have a significant role in Luminex's financial reporting, disclosures or internal controls.
4. All personnel shall promptly bring to the attention of the Compliance Officer and the Audit Committee any information he or she may have concerning evidence of a violation of the securities or other laws, rules or regulations applicable to Luminex and the operation of its business, by Luminex or any agent thereof, or of a violation of the Code or of this Code of Ethics.

5. The Audit Committee shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code of Ethics by Luminex personnel. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Ethics, and shall include, among other things, written notices to the individual involved that the Audit Committee has determined that there has been a violation; censure by the Audit Committee; demotion or re-assignment of the individual involved; suspension with or without pay or benefits (as determined by the Audit Committee); and termination of the individual's employment. In determining what action is appropriate in a particular case, the Audit Committee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

***Document Retention.*** Luminex has developed policies and procedures relating to document creation, retention and destruction which employees must follow at all times which are available for review on the intranet/Agile system under the heading Document Control Operating Procedure or otherwise made available by Luminex. If an employee is aware of an imminent or ongoing investigation, audit or examination initiated by Luminex or any government agency, the employee should retain all documents (including computer records) in his or her custody or control relating to the matter under review. The destruction or falsification of a document in order to impede a governmental investigation, audit or examination may lead to prosecution for obstruction of justice. If an employee is not sure that a document can be destroyed, the employee should consult his or her supervisor or the Compliance Officer before doing so.

## **2.09. Intellectual Property and Technology Use**

Luminex's intellectual property and proprietary information are valuable assets, including but not limited to, its patents, copyrights, trademarks, tradenames and trade secrets. Each employee must carefully consider action that could dilute or affect Luminex's intellectual property and proprietary interests. No employee should enter into any agreement to transfer, assign or license Luminex's patents, copyrights or trademarks without the prior approval of the General Counsel's office. Employees are responsible for conducting themselves in accordance with Luminex's Intellectual Property Program, which is available for employee review on the intranet/Agile system or otherwise made available by Luminex.

It is the policy of Luminex to comply fully with the laws of the United States and each state and foreign jurisdiction where Luminex conducts business concerning patent, copyright and trademark matters. Any question whether a proposed action would infringe upon the intellectual property or proprietary rights of another party or entity should be referred directly to the General Counsel's office. Such matters include patent infringement, copying or distributing written work prepared by others, using signs or

symbols that may be trademarks, trade names or service marks of Luminex, or doing Luminex business under any name other than Luminex's name.

***Computer Software (Unauthorized Copying).*** Luminex prohibits the illegal duplication of software. Software copyright holders are given certain exclusive rights, including the right to make and distribute copies. For example, Title 17 of the U.S. Code provides that it is illegal to make or distribute copies of copyrighted material without authorization (17 U.S.C. Section 106). The only exception is the users' right to make a backup copy for archival purposes (17 U.S.C. Section 117). Similar protections apply in foreign jurisdictions where Luminex conducts business.

Unauthorized duplication of software may subject users and/or Luminex to civil and criminal penalties under the United States Copyright Act. Penalties for illegal reproduction include fines of as much as \$250,000 per title infringed and jail terms of up to five years.

Even the users of unlawful copies suffer from their own illegal actions. They receive no documentation, no client support and no information about product updates.

Luminex and its employees, independent contractors and agents, shall comply with the following:

- When Luminex licenses the use of computer software from outside companies, Luminex licenses and does not own this software or its related documentation and, unless authorized by the software manufacturer, does not have the right to reproduce either.
- With regard to use on local area networks or on multiple machines, Luminex employees shall install and otherwise use the software only in accordance with the terms and conditions of the applicable license agreement.
- Luminex employees suspecting or learning of any misuse of software or related documentation within Luminex shall immediately notify the department manager, project leader or the Compliance Officer.
- Luminex employees who make, acquire or use unauthorized copies of computer software shall be disciplined as appropriate under the circumstances. Such discipline may include dismissal. Luminex does not condone the illegal duplication, use or transmission of software.

***Technology Use Policy.*** Luminex relies on its computer network to conduct its business. To insure that its computer resources are used properly by its employees, independent contractors, agents and other computer users, Luminex has established technology use policies regarding computer usage, use of the internet, e-mail, expectations of privacy, prohibited computer usage and computer security. It is every employee's duty to use Luminex's computer resources responsibly, professionally, ethically and lawfully. The computer resources are the property of Luminex and may be used only for legitimate



business purposes that serve Luminex's interest. Users are permitted access to the computer resources to assist them in performing their jobs. Use of these resources is a privilege that may be restricted or revoked at any time. All information contained in the computer resources and all documents generated therefrom are for the exclusive use of Luminex in connection with the conduct of its business. Users should have no expectation of privacy in anything they create, store, send or receive using the Luminex computer resources.

Many companies battle the effects of disparaging material posted on online bulletin boards, message boards, chat rooms and other common areas on the Internet. The posting of false and disparaging information about a company, its management or its stock is often referred to as "cybersmear". Although these posts on Yahoo! Finance, Motley Fool and other message boards are not anonymous (and it is possible to reveal the identity of the author of any such posting), it is in the best interest of Luminex and all of its employees to avoid the dangers associated with such Internet communications. Therefore, no employee may publish or post on any Internet message board, chat room or similar Internet forum any statement that is derogatory, defamatory, harmful or that criticizes or disparages Luminex, its management, any competitor or any Luminex employee.

Further, Luminex employees may not discuss internal corporate matters, provide any information with regard to the financial condition of the company or post any confidential or proprietary information of Luminex on the Internet. In addition, employees who reply to messages on bulletin boards, even with the best of intentions of defending the company from false rumors, may also violate U.S. federal securities laws and Canadian provincial securities laws. In order to prevent such exposure, Luminex has implemented a "no comment" policy to messages posted on the Internet. Without the express consent of Luminex management, employees shall not, under any circumstance, respond or otherwise reply to any statement (false or otherwise) made about Luminex on an Internet message board or similar electronic forum.

Viruses can cause substantial damage to computer systems. Each user is responsible for taking reasonable precautions to insure he or she does not introduce viruses into the computer resources.

See also Part II (B) (Electronic Systems Policy) of the Employee Handbook, which is available for review on the intranet/Agile system or otherwise made available by Luminex.

## **2.10. Legal Contracting**

It is important for Luminex's interests and legal rights to be fully protected in its relationships with suppliers, strategic partners, customers and government entities. In order to safeguard its interests and legal rights, Luminex has developed a Legal Contracts Standard Operating Procedure which is available for review on the intranet/Agile system or otherwise made available by Luminex. All contracts, agreements, letters of intent or other documents relating to Luminex and its interests must be approved by the General

Counsel's office in accordance with the Legal Contracts Standard Operating Procedure. Employees are prohibited from entering into any such contract, agreement, letter or document relating to Luminex without the approval of the General Counsel's office or otherwise complying with the Legal Contracts Standard Operating Procedure.

## **2.11. Confidential Information and Securities Trading**

***Confidentiality Policy.*** Luminex requires that documents and other sources of material nonpublic information should only be distributed to employees who have a "need to know." Individuals who are in possession of such information should take appropriate steps to ensure that the confidentiality of such information is protected. Such steps may include coding (in computer files and otherwise) documents as "confidential," locking files and desk drawers containing sensitive information, limiting the copying of sensitive documents and maintaining a record of employees who ask to obtain documents containing material nonpublic information. If an employee or agent has any questions whatsoever about the application of this policy to any information in their possession, please contact the Compliance Officer. In order to promote compliance with this policy, Luminex employees are required to execute an Employee Agreement Regarding Confidentiality, Inventions and Trade Secrets as a condition to employment.

Luminex policy requires that only authorized information may be released to the news media and other members of the public and that it may only be disseminated through authorized channels. If an employee receives any request for sensitive corporate information from outside parties such as the news media, government investigators or clients, such request should be specifically referred to the Compliance Officer or the General Counsel's office. No written response should be made and any verbal response should be limited to "no comment" unless otherwise specifically authorized. Luminex has a responsibility to provide accurate information to its stockholders, its clients and the community in which it operates. Thus, strict observation of this policy is absolutely necessary.

Luminex Employees should not under any circumstance reveal, post or publish any internal corporate matters or other confidential or proprietary information of Luminex or respond to rumors or statements posted on the Internet. Employees must adhere to Luminex's (i) Technology Use Policy (set forth above in Section 2.08) and (ii) Corporate Disclosure Policy, as such policies cover these matters. These policies are available for review on the intranet/Agile system or otherwise made available by Luminex.

### ***Confidentiality While Traveling***

#### **Introduction.**

Luminex policy requires that its employees, agents, and consultants maintain strict confidentiality, and take all necessary and reasonable steps to maintain that confidentiality. This policy is particularly important in light of the type of sensitive work Luminex performs in the area of Bio-defense, and our work with the U.S. federal government. Accordingly, the following precautions should be taken when engaged in

business travel, or where communication of Luminex business is necessary outside of our offices.

#### Policy.

Employees are required to take additional steps while traveling in order to preserve the confidentiality of Luminex information. Information regarding Luminex business, product development, research, product capabilities, government-related work, or partners, should be regarded as confidential and should be protected unless it is, beyond any doubt, widely known and not detrimental to Luminex or any partner. The following measures should also be taken, as applicable, while engaged in business related travel, or where travel involves the transport or transmission of confidential Luminex information.

#### Implementation.

The following steps should be taken to implement this confidentiality policy and to protect Luminex's interests:

#### Oral Communication.

Luminex personnel should refrain from discussing Luminex confidential information with any person while in public, including while traveling on a public carrier such as a plane, bus, or train. In addition, such matters ordinarily should not be discussed in public places, such as restaurants, elevators, restrooms, and any other place where they may be overheard.

Luminex personnel should be aware of the risk of inadvertent disclosure and should close office doors or refrain from using speaker phones while outside of Luminex offices to discuss confidential matters if the conversation might be overheard.

Unless specifically instructed otherwise, Luminex personnel should avoid advising unknown third parties as to the whereabouts of any other Luminex employee, consultant, or service provider. Similarly, when an employee who is involved in a sensitive matter receives an inquiry from an unfamiliar person purporting to be connected with a partner, or other entity such as a banking firm, law firm, etc., the prudent course is not to respond but instead to call back on the other firm's general number rather than any direct number given by the caller. Similarly, Luminex personnel should not disclose to unknown third parties the location of their hotels or meeting places.

#### Telephone Usage.

Luminex personnel using cellular telephones should be careful not to discuss confidential matters while in a public place where others may overhear the conversation. Personnel should advise others to whom they are speaking to take similar precautions when speaking to them on cellular telephones. Cordless telephones, such as those used in many homes, are less secure than cellular telephones, and conversations on them may frequently be overheard by someone who is within a few hundred feet from the phone. Luminex personnel should be cautious about discussing confidential client matters when using cordless telephones.

#### Written Information.

Confidential material within offices or secretarial areas should be kept in cabinets or drawers or otherwise covered. Luminex takes precautions to assure that these priorities are followed, but where Luminex business is being conducted outside of the office, certain precautions should be taken. Documents that are sent in interoffice mail or taken outside of the building should be kept in envelopes or folders.

Materials containing confidential information should not be left in conference rooms or other areas where they may be seen by third parties. If meetings involving such materials are temporarily recessed or interrupted, confidential materials must be removed or other measures must be taken to protect their confidentiality.

In certain representations, code names should be used in confidential documents prepared or used outside Luminex's offices so that they may not be identified. Other information that might be used to deduce the content or nature of confidential information, also may need to be omitted or replaced by coded information. Duplication and circulation of documents containing non-public material information should be held to a minimum.

In some situations it may be appropriate to transmit documents within or outside the office in specially marked envelopes, not using Luminex letterhead but designating the contents as "Confidential" or "To be opened by addressee only." It may also be appropriate to omit the name of the client from Federal Express billing forms, which can be viewed by anyone with access to the envelope.

#### Electronic Information.

Computer terminals should not be left "logged in" to the system when the user is away from his or her desk or workstation for an extended period. This is a particular concern where terminals are used outside of Luminex offices, such as in internet cafes, hotels, or other types of "hot spots."

All outgoing electronic mail ("e-mail") sent that may include any confidential information should include a legend at the beginning of the e-mail substantially in this form:

***NOTICE: The following message constitutes a confidential communication. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this electronic mail transmission in error, do not read it. Please delete it from your system without copying it, and notify the sender by reply e-mail or by calling \_\_\_\_\_, so that our address record can be corrected.***

When traveling, it may be necessary to remotely download documents or information to CD, disk, or "thumb drive." Employees involved in this situation should request to use new CDs or disks. Similarly, guests of Luminex who make such a request should be given a new CD or disk. A recipient of a disk that has been used previously may be able to accidentally, or intentionally, retrieve deleted files.

Those who send documents on a CD ROM normally should "close" the CD after they have written documents to the CD. This ensures that the recipient cannot write additional data to the CD and that the contents of the CD cannot be altered.

Employees using laptop computers should take appropriate precautions to make sure their computers are not lost, stolen, or accessed by unauthorized persons. Specific attention should be given to monitoring laptops while traveling. Employees should carry on all laptops when flying, and maintain reasonable access to them at all times.

The word processing program, Microsoft Word, routinely retains "metadata" (i.e., information embedded in the file created for an electronic document). This information typically includes the document's author(s), recipients, file properties, and especially troubling in some situations, the history of all prior revisions. WordPerfect documents and PDF files can contain metadata as well. If electronic documents sent to clients or outside lawyers or filed in court contain metadata, opposing counsel or others who should not have the metadata information may be able to retrieve it and view it. Employees therefore should take care to remove metadata from all electronic documents distributed outside of Luminex, or from a source outside of Luminex to Luminex's offices. Luminex's Information Technology Department can explain the procedures for doing so.

Because wireless communications can be easily intercepted, employees using portable computers to access Luminex's wireless network should make sure that the wireless network equipment is installed with the strongest security settings practical for their situations and take other appropriate precautions to assure the confidentiality of their communications.

**Additional Measures May Be Required.** The foregoing list is not intended to be complete. Each situation must be examined in light of the particular circumstances. The employee who is working remotely should undertake whatever additional security measures he or she deems necessary under the circumstances to minimize the risk of premature or inadvertent disclosure.

***Securities Trading Policy.*** Under the U.S. securities laws and Canadian provincial securities laws, it is illegal to engage in "insider trading," which is purchasing or selling securities when one is in possession of material nonpublic information relating to those securities, or "tipping," which is communicating material nonpublic information to another when it can be expected that the other person might trade based on such information. It is Luminex's policy that if a director, officer or any employee has material nonpublic information relating to Luminex, neither that person nor any related person may buy or sell securities of Luminex or engage in any other action to take advantage of, or pass on to others, that information. Tippers can be subjected to penalties, regardless whether the tipper personally benefits financially from another's actions. To avoid tipping, employees should be careful to avoid discussing sensitive information about Luminex in any place (i.e., at a restaurant, in elevators, on an airplane, via e-mail) where such information may be overheard or seen.

The same restrictions that apply to Luminex employees also apply to their family members and others living in their household. Employees are responsible for the compliance of their immediate family and personal household. Purchases or sales that may appear necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve Luminex's reputation for adhering to high standards of conduct and to protect yourself.

This policy also applies to material information relating to any other company, including Luminex customers and prime- and sub-contractors, obtained in the course of employment. For instance, if an employee learned that a Luminex customer, XYZ Corporation, was contemplating a merger with another company it would probably be an insider trading violation to buy securities of XYZ Corporation. Even if the employee learned something about XYZ while on a sales call to XYZ, buying or selling XYZ stock might well be considered illegal.

***Information Covered by the Confidentiality and Securities Trading Policies.*** Luminex's confidentiality policy and securities trading policy apply to all material nonpublic information. "Material" and "nonpublic" are defined below to help employees better understand the scope of Luminex's policy. Whenever there is doubt as to whether information is material and nonpublic, the employee should assume that it is, and refrain from trading or communicating such information, until they can verify with the Compliance Officer that such information is not material and nonpublic.

"Material Information". Material information is any information that a reasonable investor would consider important in a decision to buy, hold or sell stock. In short, any information that could reasonably affect the price of the stock is "material." Material information can be positive or negative. Chances are, if an employee learns something that leads them to want to buy or sell stock, that information will be considered material.

*Examples.* Common examples of information that will be regarded as material are: projections of future earnings or losses; news of a pending or proposed merger, acquisition or tender offer; news of a significant sale of assets or the disposition of a subsidiary; changes in dividend policies; the declaration of a stock split; the offering of additional securities; changes in management; significant new products, discoveries or contracts; impending bankruptcy or financial liquidity problems; and the gain or loss of a substantial customer or supplier.

"Nonpublic Information". Information is "nonpublic" when it is not reasonably available to the investing public. Thus, internal Luminex reports, projections and plans are "nonpublic." Such information can be considered "public" only when it has been announced to the public in a source such as PR Newswire, the Dow Jones broad tape, wire services such as AP or UPI, radio, television, newspapers and magazines of wide circulation and documents filed with the SEC. Because it can take some time for information once announced to reach the investing public, employees should continue to treat information as nonpublic, and thus refrain

from trading or communicating such information, until the third business day after the announcement.

*Examples.* If an announcement is made on a Monday, Thursday would be the first day on which an employee may trade. If an announcement is made on a Friday, Wednesday would be the first day. If an employee has any doubt as to whether information is generally available to the investing public, he or she should assume it is nonpublic, and refrain from trading on or communicating such information.

Remember, if securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of “twenty-twenty hindsight.” From such a perspective, the information an employee possessed will more likely be considered “material” than when considered before a transaction. As a result, before engaging in any transaction, employees should carefully consider how the SEC and others might view their transaction in hindsight. In addition, it is important to keep in mind that information need not be certain to be material: information that something might happen, or could happen (e.g., that a potential Luminex customer might sign a multi-million dollar, multi-year contract with Luminex) can be considered material. Remember that the SEC takes the view that the mere fact that a person knows information is enough to bar them from trading; it is no excuse to an insider trading charge that a person traded for reasons that were not based on the inside information.

***The Consequences.*** The consequences of insider trading violations can be staggering:

For individuals who trade on inside information or tip information to others, penalties under U.S. Securities laws include:

- A. An order requiring the violator to disgorge any profits;
- B. Civil penalties of up to three times the profit gained or loss avoided;
- C. Criminal fines (no matter how small the profit) of up to \$1.0 million; and
- D. A jail term of up to ten years.

For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:

- A. Civil penalties as a result of the employee’s violation of the greater of \$1.0 million or three times the profit gained or loss avoided; and
- B. Criminal fines of up to \$2.5 million.

Similar penalties may apply in other jurisdictions where Luminex conducts business. Employees should be aware that stock market surveillance techniques are becoming more sophisticated all the time, and the chance that U.S. federal authorities will detect even small-level trading is a significant one. Furthermore, SEC enforcement efforts appear to reflect “zero tolerance” for violations. The risk is simply not worth taking.

Moreover, it is Luminex's policy to consider additional sanctions, including immediate dismissal for cause, against any employee who fails to comply with Luminex's policy or procedures. Additionally, any of the above consequences, even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

***Additional Prohibited Transactions.*** Because Luminex believes it is improper and inappropriate for any Luminex personnel to engage in short-term or speculative transactions involving Luminex's stock, it is Luminex's policy that any investing done by Luminex personnel in Luminex securities be on a "buy and hold" basis. Directors, officers and employees should not engage in any of the following activities with respect to securities of Luminex:

- A. Trades in Luminex's securities on a short-term basis (purchases and sales inside six months);
- B. Purchases of Luminex's stock on margin (i.e., borrowing to purchase the stock);
- C. Short sales in Luminex's stock (selling stock an employee has borrowed in anticipation of a drop in price); or
- D. Purchases or sales of puts or calls (options to buy or sell) on Luminex's stock.

***Luminex Assistance.*** Any person who has any questions about specific transactions may obtain additional guidance from the Compliance Officer. Should an employee become aware that any other officer, director or employee is violating, or about to violate, this policy, they should report such information immediately to the Compliance Officer. Remember, the ultimate responsibility for adhering to this policy and avoiding improper transactions rests with individual employees. In this regard, it is imperative that employees use their best judgment.

***Pre-clearance Procedures.*** Luminex has adopted a policy regarding special trading procedures, which is applicable to all Luminex directors, executive officers and other employees designated by Luminex who may have access to material nonpublic information on the performance of their duties. These persons may not engage in any transaction involving the Company's securities (including a stock plan transaction such as an option exercise, a gift, a loan or pledge or hedge, a contribution to a trust or other transfer) without first obtaining pre-clearance of the transaction from the Compliance Officer. A copy of this special policy, Trading Procedures for Executive Officers and Directors, is available for review by affected employees and directors from the Compliance Officer.

***Policy Regarding Written Trading Plans.*** The SEC's rules and regulations prohibit trading by insiders in Luminex's securities while they are aware of material nonpublic information. Notwithstanding the general prohibition against insider trading, before you are aware of any material nonpublic information, you may enter into a written contract,



instruction or plan for a future purchase or sale of Luminex common stock, provided that any such agreement is approved in advance of any trading by the Compliance Officer as being consistent with the securities laws. Rule 10b5-1 of the Exchange Act permits such purchases and sales of the Company's securities under certain circumstances notwithstanding the fact that an insider is aware of material nonpublic information at the time of the trade. Any contract, instruction or plan to purchase or sell Luminex's securities designed to satisfy Rule 10b5-1 and Luminex's policies and procedures for the purchase or sale of Company securities are subject to the Company's Securities Trading Policy and the following additional restrictions:

- All such proposed arrangements must be submitted in writing to and approved by the Compliance Officer before you enter into a binding arrangement and before you trade in Luminex's securities or give any instructions relating to such a trade.
- Such arrangements must be made at a time when you are not in possession of or aware of any material nonpublic information. You may not enter into any contract to purchase or sell any of Luminex's securities, provide instructions to another person to execute a trade of any of the securities for your account or benefit, or adopt a written plan for trading any of the Company's securities while you are aware of any material nonpublic information.
- Any such arrangement must either:
  1. Specify the amount, price and date of any transaction in the Company's securities
    - "amount" -must be either a specified number of shares or specified dollar value of securities
    - "price" -must be "market" and may not be a limit price or a particular dollar price
    - "date" -must be a specific date or dates for "market" order.

**OR**

2. Include a written formula, algorithm or computer program for determining the amount, price and date of any transaction in the Company's securities, provided that the price must be "market" on the day purchases or sales are made.

**Certifications.** Officers, directors and employees will be required to sign a written statement certifying that they have read, understand and intend to comply with Luminex's Securities Trading Policy. Furthermore, officers, directors and employees may be required to certify their past compliance and intended future compliance with Luminex's policy on an annual basis.

## **2.12. Internet Website Maintenance**

Luminex maintains a website ([www.luminexcorp.com](http://www.luminexcorp.com)) which is accessible by its employees, customers and the public at large. It is Luminex's policy to treat information disseminated through the website as it would treat any other material made available to the public regarding Luminex. Luminex has developed policies and procedures designed to ensure that information published on the website is accurate, in compliance with securities laws and not out of date. Employees may not post information to, or alter information on, the website without complying with the Internet Website Maintenance Standard Operating Procedure, which is available for review on the intranet/Agile system, or obtaining the approval of the Compliance Officer. Luminex relies on its employees' assistance in ensuring that information disseminated on the website is accurate and otherwise in compliance with Luminex policies. Employees must immediately report any questions relating to website content to an immediate (or other) supervisor or the Compliance Officer.

## **2.13. Environmental Compliance**

It is Luminex's policy to comply with applicable environmental laws. Luminex is committed to the proper handling, storage, use, shipment and disposal of all materials that are regulated under applicable environmental laws, and all employees will abide by such requirements. Luminex has developed policies and procedures regarding handling and disposing of hazardous materials which must be followed by all employees, which is available for review on the intranet/Agile system or otherwise made available by Luminex.

Luminex is also committed to maintaining necessary environmental permits and approvals. Certain employees are charged with the duty to maintain Luminex's compliance with the terms and conditions of such permits and approvals and with filing reports and notifications required under applicable environmental laws. Such employees will ensure that permit applications, reports and notifications are timely filed. If an employee discovers any omission or lack of timely action, they will promptly report this to their immediate supervisor or the Compliance Officer and take appropriate action to correct such omission.

Certain employees are charged with maintaining, in accordance with Luminex's document retention policy, all documents required to be maintained under applicable environmental laws. Such persons will verify that all manifests, other shipping documents, Material Safety Data Sheets ("MSDS"), chemical inventory forms and monitoring and sampling data reports are properly completed and maintained.

If any employee becomes aware that a spill, release or discharge of any material regulated pursuant to an applicable environmental law has occurred or that any violation of an applicable environmental law has taken place, such employee will immediately report such event to his or her supervisor or the Compliance Officer so that necessary action may be taken. Necessary action may include evacuating employees, reporting such event to a governmental authority if required pursuant to any environmental law,

and containing and cleaning up any such spill, release or discharge. Employees should also report any other violations of this policy that they observe to his or her supervisor or the Compliance Officer.

#### **2.14. Antitrust Matters**

Luminex is committed to fair and open competition. Luminex believes that the long-range interest of Luminex stockholders, customers and personnel are best served by following business practices based on compliance with the law and respect for the operation of a free market economy.

It is the policy of Luminex to comply with the antitrust laws of the United States and with the competition laws in every country in which Luminex conducts business. Where U.S. laws concerning competition differ from local laws, the more restrictive standard will apply to Luminex's operations in those jurisdictions.

The seriousness of an antitrust violation cannot be emphasized enough. Under U.S. federal law, for certain violations such as price fixing, felony convictions are provided, and a corporation may be fined up to \$10 million if convicted. Individuals may be fined up to \$350,000, or imprisoned for up to three years, or both. Many U.S. states' laws also provide criminal penalties. Antitrust violations may also subject Luminex to extremely costly litigation and civil damages. Companies or individuals that are harmed as a result of antitrust violations are entitled to recover three times the amount of the actual damages, plus attorney's fees.

#### **2.15. Government Relations and Contracting:**

Luminex operates in an industry that is subject to a high degree of government regulation. Additionally, Luminex currently has contractual relationships with U.S. federal, U.S. state and local government agencies, and foreign governments, such as Canada, and Luminex may expand these relationships in the future. Given this environment, Luminex employees may be in regular contact with representatives of government agencies, such as the FDA. As with any Luminex customer or business partner, it is important that Luminex employees maintain high levels of integrity in their relationships with such representatives. All relations and contracting with government or political officials should be conducted in compliance with applicable laws and regulations, in a manner that will not adversely reflect on Luminex's or the governmental official's integrity, and with the expectation that all such actions will become a matter of public knowledge.

Luminex requires all employees to be truthful, accurate and not misleading in all representations made to any government agency and all correspondence or documentation submitted or reviewed by any government agency. Making false claims or false statements to any government agency or official is a criminal violation potentially subjecting the employee and Luminex to criminal penalties.

## **2.16. Government Investigations, Subpoenas.**

It is the policy of Luminex to comply with the law and cooperate with reasonable demands made in a government investigation. In so doing, however, it is essential that the legal rights of Luminex and of its personnel involved be protected. If any employee receives an inquiry, a subpoena or other legal document regarding Luminex's business, whether at home or in the workplace, from any governmental agency, Luminex requests that the employee notify his or her supervisor and the Compliance Officer. If an individual is contacted at home by a governmental agency concerning Luminex's business, the individual should ask the agent to come back or contact him or her later and immediately contact the Compliance Officer to discuss the matter. Usually, Luminex will arrange for counsel representing Luminex to accompany any Luminex employee to any interview by a governmental person.

Sometimes it is difficult to tell when a routine government inquiry, audit or review escalates into a more formal governmental investigation. Luminex relies on the common sense and alertness of its employees for making this important determination and alerting the Compliance Officer of the initiation of any governmental investigation. In case of any doubt, employees should consult with the Compliance Officer.

***Contact with Government Agents/Investigators.*** All contacts with anyone claiming to represent any local, U.S. state, U.S. federal or other governmental agency in an investigating manner shall be immediately reported to a supervisor who shall promptly report it to the Compliance Officer.

***Dealing with Government Investigators.*** It has been, and will continue to be, Luminex's policy to cooperate with the authorities. Nevertheless, government regulations and their enforcement is a very complex area of the law.

Luminex employees are not prohibited from speaking with a government investigator or agent. Luminex employees have the right, however, to decline to be interviewed by any government investigator or representative.

In complying with this Luminex policy, keep the following in mind:

It is quite common for investigators to arrive unannounced at someone's home and then try to make the person feel guilty if they do not consent to an interview. Occasionally, investigators will try to suggest that an employee must speak with them "or else." No one is required to submit to questioning by government investigators or employees. Beware of any investigator who says an employee has nothing to worry about or suggests that by talking to him things will go easier for employees. Investigators do not have any authority to promise anything to a witness. Only a government attorney working with an employee's attorney can make promises binding on the government.

If someone claiming to represent the government contacts an employee at work or at an employee's home, follow these simple steps:

- A. First, ask for identification and a business card.

- B. Second, determine precisely why they wish to speak with you.
- C. Third, tell them you wish to make an appointment for a date and time in the future.

The investigator may attempt to talk the employee out of delaying the interview, but the employee has that right. The common technique is to suggest that honest people have nothing to hide and there is no reason for innocent people to consult an attorney or that it would be inconvenient for the agent or investigator to reschedule the interview since he/she is in town only for a few days and that an interview now may eliminate the necessity of a subpoena. The simple response to such claims is that honorable government investigators have nothing to fear from a simple delay of an interview. After the investigator leaves, promptly contact the Compliance Officer.

Keep in mind that investigations by the government are commonplace and seldom result in criminal prosecutions. The mere fact that an inquiry is underway does not in any way suggest that Luminex or you have acted negligently or improperly. The government has a right and obligation to conduct inquiries, just as we have the right to demand that they be done in an orderly and proper fashion.

***Subpoenas, Summonses and Complaints.*** It is not uncommon for Luminex, like many companies, to be involved in litigation of all kinds. Likewise, because Luminex is in a heavily regulated business, it may be subject to routine government reviews. As a result, Luminex may receive summonses, subpoenas and requests for production of documents. Also, Luminex employees may find themselves subpoenaed to testify in hearings and trials. In civil suits, a complaint against Luminex can easily be served on the wrong Luminex employee.

Because Luminex may be legally responsible to meet a deadline set by a pleading, it is essential that our counsel receive the complaint, subpoena or similar document immediately.

Therefore, if an employee is ever served with a subpoena, summons or complaint, do the following immediately:

- A. Call the Compliance Officer; and
- B. Fax the documents to **512-219-6325: Attention – Compliance Officer and General Counsel**. On your fax and other messages, write “URGENT” and also write your name the date received the document and when and where you can be reached.

Do ***not***:

- A. Turn over documents called for in a subpoena;
- B. Discuss the case with the individual who served you with the subpoena; or

- C. Discuss the subpoena with anyone other than a representative of the Compliance Officer.

If the employee's help or testimony is needed, counsel for Luminex will contact the employee directly with instructions on how to assist in the effort.

***Search Warrants.*** If someone representing a government agency attempts to execute a search warrant at any Luminex office, the following steps should be taken:

- A. Do nothing to interfere with the agents;
- B. Demand a copy of the search warrant and the business card or name of the agent in charge;
- C. Be sure the office manager or highest-ranking Luminex employee on premises is informed of the situation; and
- D. Call the Compliance Officer to report what has occurred. Follow his/her instructions carefully.

Next, the employee should take steps to assure that:

- A. ***Only*** those items referred to in the search warrant are taken;
- B. Luminex documents are not photocopied on the premises; and
- C. A correct and complete inventory of all items taken is given to you before the agents leave the premises.

Finally, just because the agents have the right to be on the premises to execute a warrant does not mean Luminex employees must submit to interviews. The employee need not explain Luminex operations, bookkeeping or records, nor explain what any document means. Employees should cooperate in locating those items called for in the search warrant and no more. If an agent makes requests or demands of the employee inconsistent with these instructions, he or she should seek the advice of the Compliance Officer.

### **III. OVERSIGHT**

In order to help ensure compliance with this Code, the Board of Directors and the Nominating and Corporate Governance Committee of the Board of Directors have appointed a Compliance Officer. The Board of Directors and the Nominating and Corporate Governance Committee have delegated sufficient authority to the Compliance Officer to administer the Program. The Compliance Officer has been granted open lines of communication with the Board of Directors and the Nominating and Corporate Governance Committee. In addition, certain financial statement matters and accounting disclosures are under the oversight of the Audit Committee of the Board of Directors.

## **IV. TRAINING, MONITORING AND AUDITING**

### **4.01. Training.**

All personnel are required to read, understand and refer to this Code. Compliance with the policies set forth in this Code is required of all personnel. New employees and agents are required to attend orientation regarding the Program and all policies and procedures applicable to their position prior to or soon after commencing work for Luminex. All Luminex personnel must attend training regarding the Program and will be required to certify their attendance and understanding of the Luminex Code of Compliance. Personnel may be periodically tested on issues covered in training sessions.

### **4.02. Monitoring.**

If any personnel become aware of any illegal conduct or behavior in violation of this Code or other Luminex policies and procedures by any other Luminex personnel, that person should report it promptly, fully and objectively. The normal disclosure procedure involves reporting misconduct to a supervisor. Supervisors are obliged to pursue the complaint and to inform the personnel about its disposition. If the supervisor's response is not satisfactory or if, because of the nature of the issue, the personnel would prefer to report the problem either directly or anonymously to someone else, the personnel should report to the next highest level of authority or the Compliance Officer directly by telephone, e-mail, facsimile or in person. Luminex personnel can be assured that any matter submitted to the Compliance Officer will be treated confidentially. Personnel are not required to provide their names in such conversation or correspondence and Luminex will not make any effort to identify any person who requests to remain anonymous. It is the Compliance Officer's responsibility to fully investigate each matter and ensure that appropriate follow-up actions are taken.

### **4.03. Compliance Information and Reporting.**

To further Luminex's goal of ensuring compliance with this Code of Compliance and of uncovering all potential illegal, improper and unethical activity and educating employees and agents regarding appropriate conduct, Luminex has established a Compliance and Information Reporting Line **1-866-363-5400, ext. 5435**, or, if a local call, **(512) 401-5435**, or, if internal, **ext. 5435**, or e-mail at **[compliance@luminexcorp.com](mailto:compliance@luminexcorp.com)**.

Employees and agents may call the Information and Reporting Line to ask questions, as well as report any suspected illegal or unethical behavior or noncompliance with this Code or other Luminex policies and procedures, and be assured that their communications will be treated confidentially. Personnel are not required to provide their names. Luminex will not engage in or tolerate retaliation against employees or agents who report violations. However, providing a false report in bad faith would be grounds for disciplinary action, up to and including dismissal of the employee or agent.

#### **4.04. Internal Compliance Functions.**

Luminex has established standards and procedures designed to identify potential non-compliance with this Code and the Program. The Compliance Officer is responsible for overseeing periodic audits of Luminex's records in a manner consistent with these standards. Luminex personnel must fully cooperate with all procedures.

### **V. RESPONSE AND CORRECTIVE ACTION**

Violations of standards contained in this Code or the Program put Luminex, its employees, directors and affiliates at risk. To assure that all personnel recognize the seriousness of violations and to establish consistent treatment of violators, Luminex will discipline personnel that violate Luminex policy.

The Nominating and Corporate Governance Committee of the Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code or the Program. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to these procedures, and shall include, among other things, written notice of violations, censure, demotion or reassignment, suspension (with or without pay or benefits) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Nominating and Corporate Governance Committee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question has been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

### **VI. COMPLIANCE OFFICER CONTACT INFORMATION**

Luminex's Compliance Officer is Richard Rew. He may be contacted by telephone at (512) 219-8020, ext. 24725 by e-mail [rrew@luminexcorp.com](mailto:rrew@luminexcorp.com), or fax at (512) 219-6325.