



Code of Conduct

Because Quality Decisions Matter

A Message from Chris Simon, President and Chief Executive Officer

Dear Colleague:

At Haemonetics, we are committed to the highest standards of ethics and compliance in our dealings with customers, suppliers, public stakeholders and each other. The Haemonetics Code of Conduct summarizes the Company's standards for ethical, lawful business conduct worldwide. It reflects our shared commitment to applying the principles of honesty, integrity and transparency. Our actions in furtherance of these principles form the foundation of trust on which we build and maintain our relationships and the reputation of the Company.

You are responsible to understand the Code and use its principles to guide your personal conduct as a Haemonetics employee. If you have questions on any part of the Code, or if you become aware of a violation of the Code, I encourage you to bring it to the attention of one of the following persons: your supervisor, a member of the Legal Department, the Chief Compliance Officer or the Chairman of the Audit Committee of the Board of Directors. You may also ask your question or report a violation through the Helpline, either by telephone or through the Company's internet portal. The confidentiality of your communications will be maintained to the extent possible. I also give you my assurance that there will be no retaliation against you for reporting a problem or asking a question.

This Code is only a summary of the values and principles of the Company. Haemonetics also maintains policies and procedures that support the Code and fulfill the Company's responsibilities under applicable laws. These policies may be accessed via our corporate "intra-net" website. Our worldwide business is diverse and is governed by a wide range of local laws. New issues arise at a fast pace. For these reasons, the content of this Code and its supporting policies and procedures must be interpreted with experienced judgment and common sense.

As you consider the provisions of our Code of Conduct, you should be guided by these principles in your decisions:

- **Honesty.** Be truthful and forthright with one another and with our customers, communities, suppliers and shareholders.
- **Integrity.** Say what you mean, deliver what you promise and stand for what is right.
- **Respect.** Treat one another with dignity and fairness, appreciating the diversity of our workforce and the uniqueness of each employee.
- **Trust.** Build confidence through teamwork and open, candid communication.
- **Responsibility.** Speak up without fear of retribution. Report concerns in the workplace, including violations of laws, regulations and Company policies, and seek clarification and guidance whenever there is doubt.
- **Citizenship.** Obey the laws of the countries in which we do business and do your part to improve the communities in which we live and work.

Our principles and words are important but we will be measured by our actions. All of our actions should be based on sound decisions and should make us proud of ourselves, of each other and of our Company.

Sincerely,

Chris Simon

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CODE OF CONDUCT POLICY

1.0 WE RESPECT EACH OTHER AND OUR WORK ENVIRONMENT.

No organization can be successful unless it hires and retains top talent. Haemonetics' success depends on its people. We believe that all our employees, wherever they work, deserve a positive work environment.

1.1 Conduct on Company Business

Haemonetics is committed to maintaining a safe and respectful workplace for employees, customers and other business contacts. Employees are expected to conduct themselves professionally while on Company business.

Illegal activities and other harmful behavior on the Company's premises or while on Company business are strictly prohibited. The following are some examples of conduct which violate Company policy if engaged in while on Company premises, vehicles or other property or while on Company business. This list is not all inclusive.

- Consuming alcoholic beverages, except where authorized by an Operating Committee member.
- Use, manufacture, distribution, dispensation, possession, transfer, sale, purchase or use of a controlled or illegal drug.
- Driving Company vehicles or operating Company equipment while under the influence of alcohol or illegal drugs.
- Illegal betting or gambling.
- Carrying weapons of any sort on Company premises, in Company vehicles or while on Company business, whether or not an employee has a permit or license to carry a weapon.
- Committing or threatening to commit an act of violence or serious damage or destruction of property. (Please refer to the Company policy on Workplace Violence for further guidance.)
Workplace Violence Policy

Employees are required to notify their local Human Resources department in writing within five (5) business days of the conviction for violation of any criminal statute for acts occurring on the job or in the workplace. Employees are required to notify their local Human Resources department in writing within five (5) business days if the employee is convicted of a serious crime, equivalent to a felony in the United States, whether or not it arises from on-the-job activities.

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1.2 No Harassment Policy

Haemonetics values a work environment that is free of harassment. To promote that goal, Haemonetics will not condone and will not tolerate harassment the conduct of its business, whether in Company facilities or outside Company facilities while on Company business. This applies to anyone in the organization and to customers, vendors and other business contacts. While laws defining harassment may differ among the countries where we operate, Haemonetics' standards are meant to keep the work environment free of harassing behavior.

Q: What are my responsibilities as a manager?

A: Any supervisor or manager who learns of possible harassment must promptly report it to an appropriate higher-level manager or to the local or corporate Human Resources Department. Managers should communicate our standards to the employees they supervise.

Harassment is not always easy to identify. Some examples of harassment follow. This is not a complete list, but a good guide to acceptable and unacceptable behavior. But always feel free to consult your local Human Resources representative, your manager, or the Chief Compliance Officer if you have a question about whether certain conduct violates these principles.

Harassment may include taunting and joking, as well as more obvious behavior.

Harassment based on an individual's race, color, religion, creed, age, gender, sexual orientation, national origin, ancestry, physical or mental disability, marital status or veteran status or genetics is prohibited.

In some countries, certain discriminatory speech is illegal.

Sexual harassment is one type of harassment and includes

- Unwelcome sexual advances and other unwanted verbal or physical conduct of a sexual nature;
- Unwelcome sexual jokes, language, epithets, sexual advances or propositions;
- The display of sexually suggestive objects or pictures, including the distribution via e-mail of unwelcome and offensive sexually explicit material;
- Asking about sexual conduct, or commenting on someone's sexual behavior or body parts;
- Unwelcome touching, leering, whistling, obscene gestures;
- Demanding or requesting sexual favors in exchange for favorable reviews, assignments, promotions or continued employment.

For further guidance, refer to the Company's Policy against Harassment.

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Q: I know that the U.S. makes a big deal about sexual harassment. Why do we apply the U.S. standards of what is harassment to everyone no matter where they live?

A: While laws defining harassment may differ among the countries where we operate, Haemonetics' standards are meant to keep every one of its work environments free of behavior that undermines personal dignity and shows lack of respect. Such conduct could create legal liability for the Company but, equally importantly, such conduct undermines productivity and morale even if is not unlawful. All of our employees expect and deserve to work in a professional and positive environment.

1.3 Personal Information

Personal information about other employees, including information in personnel files, should be treated with the strictest confidence. Employees whose position gives them access to personnel records of other employees should not disclose the information to anyone who does not have authorization to know it and a need to know it nor should employees use such access for any purpose other than as reasonably necessary to legitimately perform their jobs. For further guidance, please consult the Company's **Personal Data Protection Policy**.

Following are general rules to consider:

- Employees have the right to access their own personnel file.
- Sharing salary information with other employees is considered unprofessional.
- Passing on personal information about other employees or business contacts, even if that information was freely given, is also considered unprofessional.

1.4 Health Information

As an employee of a blood management company like Haemonetics, you may receive health information about other Haemonetics employees, customer employees, patients and/or donors. Sometimes the health information you receive is protected by national, state, regional or local laws and/or confidentiality or business agreements that restrict the use and disclosure of such information.

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Note: Haemonetics considers an individual's health information to be private—even if the law or a contract does not require us to protect the information. Therefore, Haemonetics requires employees to respect the sensitivity of health information by treating it as confidentially as possible. Employees should only use someone's health information for work activities that cannot be completed without access to the information. Employees should share the health information of any person only on a "need-to-know" basis.

Managers may not require an employee to disclose their personal medical information, even if the inquiry is intended to help the employee. However an employee may volunteer medical information to a manager.

If you receive a document with health information that also contains a name, social security number, address or other identifying information, you should black out or delete all the information that can be used to identify the individual before you make copies and forward to other employees.

Questions about the confidentiality of information should be raised with a member of the Legal Department or with the Chief Compliance Officer, or, in the case of confidential employee information, with the Human Resources department, prior to disclosure.

1.5 Environmental, Health and Safety

Haemonetics is committed to providing work facilities that are safe and healthful for employees, business contacts and members of the public who have reason to be on Company premises. The Company intends to comply with environmental regulations in all the jurisdictions where it conducts business. Meeting those commitments requires all employees to do the following:

- Become knowledgeable about environmental, health and safety regulations that affect their work.
- Keep current with changes in policy and practice.
- Abide by external regulations and Company policy with respect to environmental protection, health and safety.
- Report potential problems immediately to the appropriate Haemonetics manager.

While no area of health and safety is unimportant, regulations concerning the safe handling of blood and blood products are of particular concern to the Company. You should be familiar with policies relating to the safe handling of blood and blood contaminated products.

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2.0 WE DO BUSINESS LEGALLY AND USING LEGITIMATE MEANS.

It is Haemonetics policy to comply with the applicable laws and regulatory orders of every jurisdiction in which the Company operates. We have also elected to comply with certain voluntary industry codes, including those relating to our interactions with health care professionals and with employees of government entities. Each employee has the responsibility to learn enough about the laws and regulations relating to her or his duties, to recognize potential legal or ethical issues and to know when to seek advice. In any situation where doubt exists, consult with a member of the Legal Department before taking action.

2.1 Gifts and Entertainment - Special Rules for Health Care Professionals

Many of Haemonetics' customers are health care providers and/or government employees. The Company has adopted a Policy on Interactions with Health Care Professionals, which addresses the subject of gifts, training, consulting, third party conferences and other topics. You should familiarize yourself with the provisions of this policy and, if you have questions, consult with the Chief Compliance Officer or another member of the Legal Department.

Gifts of any kind to health care providers and government employees may be prohibited under certain laws and ethical codes that apply to the Company. Please consult the Company's **Policy on Interactions with Health Care Professionals**.

2.2 Gifts and Entertainment – Non-Health Care Professionals

Both the giving and the acceptance of gifts in a business context should be approached with caution. Gifts can create the appearance of a payment that relates to the business terms of the Company's relationship with the vendor or customer. You should never accept a gift from a supplier that causes you to feel an obligation, or that may be viewed as influencing your business judgment or that violates any company policy or law. Haemonetics' employees are not permitted to accept any gift other than advertising items, promotional items or tokens of goodwill having a modest value. "Modest value" must be defined in accordance with local norms and standards but in no event should it exceed \$100 or local currency equivalent. If a gift of excess value is received, the employee recipient is expected to report or return the gift. Haemonetics employees must not accept gifts of cash or cash equivalents from business contacts.

For the same reasons you should not give extravagant or frequent gifts to persons with whom the Company has a business relationship. Occasional exceptions may be made where the gift is (i) of nominal value, (ii) not intended and could not be perceived by others to improperly influence business decisions and (iii) consistent with industry practices, applicable laws and Company policies. However, as discussed below, where Health Care Professionals or government officials are involved, even small gifts may raise particular legal and ethical problems. Giving a gift of cash or its equivalent is always prohibited.

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***Q:** A vendor invited me to make a presentation to its employees on a topic in which I have expertise. The vendor will pay a small honorarium, travel, lodging and meals. What should I do?*

A: It is permissible to participate as a speaker addressing topics in which you have professional expertise. You should be confident that you have been asked to speak for this reason, and not as an attempt to influence you improperly. Payment by the vendor of your travel and lodging expenses may be appropriate. However, you should never accept a fee for your appearance on behalf of Haemonetics.

***Q:** I used to work for a company that is now a supplier for Haemonetics but I am not involved with this supplier in my current job. One of the owners of this company is my personal friend and I have been invited to his daughter's wedding. Can I go and can I bring a wedding gift?*

A: Yes. The circumstances you describe suggest that you are not in a position to influence the level of business for this vendor and also that there is a bona fide friendship between you and the vendor employee which is the reason for the invitation to you. In the interest of transparency and disclosure, you should mention the invitation to your manager.

Similarly, in interactions between Haemonetics employees and business contacts other than Health Care Professionals, reasonable and modest entertainment must be limited to sharing business meals of modest value, occasional attendance together at sporting or cultural events and recreational activities. Haemonetics employees and non-Health Care Professional business contacts may host and accept business entertainment together, provided it is not offered for the purpose of obtaining, retaining or rewarding business and is appropriate in both its nature and cost. Employees should not offer gifts or entertainment to business contacts that could unduly influence or compromise either the employee or the business contact.

Occasionally, there may be valid reasons why a narrowly tailored exception to the rules on gifts and entertainment may be warranted. In instances where local management believes an exception should be made to the gift or entertainment provisions of this Code, approval must be obtained, in advance and in writing, from the Chief Compliance Officer, in consultation with the Corporate Legal and Finance departments.

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Q: In my country, there is a local seasonal holiday at which it is customary to give token gifts. Why aren't these cultural events recognized by our Code?

A: Even though the Policy on Interactions with Health Care Professionals sets standards that must be followed, it does recognize that there may be compelling cultural or other reasons why a variation from these standards may be allowed. The Policy provides for a mechanism for obtaining an exception, which may be appropriate in the situation described.

Q: What is a reasonable amount to spend per person on a business dinner?

A: Our employees work in many different countries and cities and the cost of living, including restaurant dinners varies greatly by location. However, under applicable ethical standards, permitted meals with health care professionals must be “modest” rather than lavish. We do not have a global standard for what amount is reasonable. You should refer to your local travel and entertainment policy for guidance.

2.3 Anti-Corruption Laws

Haemonetics' business is regulated around the world and many of our customers are employees of health care institutions that are operated by local or national governments. Our Company, therefore, frequently interacts with government employees and public officials.

Whether in its dealings with public officials or private customers, Haemonetics does not conduct business anywhere using bribes, kickbacks or any other improper payments or favors. Besides being unethical, such business practices violate the U.S. Foreign Corrupt Practices Act (“FCPA”) and anti-corruption laws in other countries that make it illegal for companies and their subsidiaries to bribe or improperly influence government officials in return for obtaining or retaining business. You must not make payments to an agent or consultant if you know that the agent or consultant will use the funds for a prohibited purpose. If you have any question on whether a particular arrangement may raise corruption issues, you should consult with the Chief Compliance Officer or another member of the Legal Department.

Q: If I don't work in the United States, why do I have to follow the FCPA law?

A: The reach of the FCPA encompasses any US nationals and all of the Company's activities anywhere in the world. In addition, virtually every country has adopted laws against corruption that provide for significant corporate and personal penalties, including fines and imprisonment.

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In addition to the convention against bribery, anti-corruption laws also require that the Company's financial accounting records must accurately and fairly reflect the company's transactions and that the company must maintain an effective system of internal accounting controls. For additional information, consult the Company's **International Anti-Corruption Policy**.

Q: *For a new product feature that we are introducing, I would like to interview some nurses on their experiences. The interviews will last ½ hour and I would like to pay them \$50 for their time. Can I do this?*

A: This activity falls under our **Policy on Interactions with Health Care Professionals**. You will need approval of the HCP Review Committee established by that policy before you can undertake this activity.

Q: *I am in the sales organization. One of my key customers approached me about a possible clinical study at her blood center. What should I do?*

A: Clinical studies should be managed and overseen by the clinical group. You should refer the inquiry to that department and refer to relevant clinical policies for guidance.

2.4 Fair Competition and Antitrust Compliance

Haemonetics competes vigorously in the marketplace and it does so under antitrust laws designed to protect competition. The Company expects its employees to comply with fair competition laws of the regions where the Company does business. These laws prohibit agreements between competitors that restrain competition, such as bid rigging, price fixing and allocation of customers or markets.

Other business practices may also raise antitrust concerns, including restrictions on resale of products, placing conditions on the purchase of a product, product "bundling" discounts, exclusivity arrangements, refusing to do business with a potential customer or supplier and certain pricing arrangements. In addition, the Company must exercise care in making claims about its products and about the products of its competitors. Whether these activities constitute a legal violation will depend upon several factors, including the underlying business purpose of the activity and the competitive context. Moreover, the laws that bear upon these activities vary from country to country. However, the consequences of a violation can be very severe for corporations and individuals, including financial liability, government fines and even imprisonment. For these reasons, it is always advisable to consult closely with the Legal Department in designing and implementing business strategies and selling practices and prior to attending any meeting where a competitor will be present. For detailed guidance in this area, consult the Company's **Antitrust Compliance Policy**.

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Q: I am preparing a presentation on marketing plans for next year. I want to show how my team's ideas will help us to succeed against our competition. Can I say that my strategy is to create "barriers to entry" for competitors and that our plans will permit us to "dominate the market"?

A: No. These words have developed particular legal meaning that may indicate potentially anti-competitive conduct. Your use of these words could trigger investigations, litigation and damage to the Company's reputation in the marketplace. You should always preview presentations that touch upon competition with the Legal Department.

2.5 Import/Export Laws

As a global company, Haemonetics must be concerned with the rules and regulations that affect import and export activities. Haemonetics products must not be exported to countries where sales are prohibited or restricted by law, whether we sell directly or through an intermediary. Similarly, Haemonetics products must not be exported for any use which is prohibited in the country of destination. Employees should never attempt to avoid the law by engaging in indirect sales, transactions or transfers through third parties. Import/export laws change frequently, and foreign export licenses often contain additional terms and conditions. If you are involved in the international sale or transfer of Company products, make certain that all sales are properly authorized and that you are thoroughly familiar with and abide by the license conditions. International shipments, sales and transfers should be coordinated with the Company's Logistics and Legal Departments. All Company products must be correctly valued for customs purposes, and import or export duties or taxes must be paid in full. Employees should also be vigilant for any contract terms that require a boycott of trade with any country. These should be reported to the Legal and Tax Departments.

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Q: One of our distributors has negotiated a large sale of our products. Unlike past sales in this country, did not go through a public tender process. The region borders a country that is on the list of countries with US export restrictions. I rely on and trust our distributor but am a bit concerned. On the other hand, this is a large order for my region and, in this case, the distributor will pay cash in advance. What should I do?

A: You have correctly identified a number of possible red flags with this potential sale: it is larger than normal for this territory, it did not proceed according to the normal process, and the financing is unusual. There is also the fact that there are US export restrictions on a bordering country. These red flags need to be addressed thoroughly. You should take reasonable steps to satisfy yourself that you know who the end user of the products will be – for example, you might ask to personally meet with the end user customer. The fact that the purchaser is the distributor does not relieve you of the obligation to inquire further before making the sale.

2.6 Political Contributions

No contribution to any political candidate or official is permitted to be made on behalf of Haemonetics unless specifically approved in writing by Haemonetics' Chief Executive Officer and the Chief Financial Officer. This includes contributions of money or other assets to any political candidate, political action committee or in support of any political issue. Neither is it permitted for an employee to engage in work for a political cause during business hours or to use Company assets for political purposes, as these activities are considered to be political contributions.

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3.0 WE ACT WITHOUT PERSONAL OR FINANCIAL CONFLICT OF INTEREST.

3.1 Conflicts of Interest

Conflicts of interest occur when personal interests improperly influence business decisions. Conflicts of interest may arise from financial interests or from personal relationships. Even innocent actions can create the appearance of a conflict. Employees are expected to avoid situations that constitute a conflict or that create the appearance of a conflict.

3.1.1 Outside Positions or Relationships

Generally speaking, employees may not have an economic interest, a position or a relationship (such as a close family relationship or a close personal friendship) with any party who does business with Haemonetics and who could influence the employee's actions. In addition, employees should avoid doing business on behalf of the Company with a close personal friend or relative.

Q: What do you mean by a close relative or close family relationship?

A: These terms include a husband, wife, mother, father, mother-in-law, father-in-law, son, daughter, brother, sister, daughter-in-law, son-in-law, uncle, aunt, and first cousins. It also includes members of your household, that is, people who live with you.

When such conflicts occur, there may be exceptions which are in Haemonetics' best interests. For example, Haemonetics may decide to buy from a vendor who is related to a Company manager, because that vendor offers better terms than other vendors do. However, such conflicts must be disclosed timely by the affected employee so that the conflict can be properly managed by the Company.

To obtain an exception, an employee with a potential conflict must disclose the relationship creating the conflict and any relevant facts to the Chief Compliance Officer. The Chief Compliance Officer must approve the exception in writing before the employee can act on behalf of Haemonetics or prior to any transaction that may be affected by the conflict. In granting the exception, the Chief Compliance Officer, in consultation with other management, may impose conditions on the employee to manage the conflict or any appearance of conflict.

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3.1.2 Prohibited Relationships

Employees may not, directly or indirectly, improperly benefit from any sale, purchase or other activity of the Company. Further, employees' loyalties to the Company should not be divided by outside pressures. To avoid such conflicts,

- No employee may be employed by or serve as an officer, director, or consultant to an individual, company or organization that does business with or seeks to do business with Haemonetics, if in connection with his/her employment with Haemonetics, the employee is involved in business decisions, or makes recommendations, about the other company or organization.
- No employee may own a substantial interest in any competitor, or any other company – either publicly or privately held – doing or seeking to do business with Haemonetics, if, in connection with his/her employment with Haemonetics, the employee is involved in business decisions or makes recommendations about the other company. An interest that might reasonably be thought to influence a person's judgment or action is considered "substantial." An investment of less than 1% of a class of outstanding securities of a publicly held corporation is not considered "substantial". Any interest in a privately held company is considered substantial.

Employees must not be employed outside the Company:

- in a manner which would affect their objectivity in carrying out their Company responsibilities; and
- Where the outside employment would conflict with scheduled hours, including overtime, or the performance of the Company assignments.

Employees must not use Company time, materials, information or other assets in connection with outside employment.

3.1.3 Discounts

Employees may accept discounts on personal purchases of a supplier's or customer's products only if such discounts do not affect the Company's purchase price. Further, the discounts should be generally offered to others having a similar business relationship.

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3.1.4 Employment of Relatives

Generally speaking, relatives of employees or outside directors will not be employed by the Company on a permanent or temporary basis, in positions that report directly to an employee who is a close relative or if one employee would exercise any direct influence over the relative's hiring, placement, promotions, evaluations or pay. This applies both to new hires and to existing employees who are both already working for the Company before a conflict arises, e.g. one is promoted to a supervisory position over the other or two employees marry. Company policy also prohibits hiring of relatives within a manager's scope of budgetary or management authority.

In cases of new hires or existing employees with conflicts, exceptions to this rule may be allowed for good business reasons. For example, an employee with critical technical knowledge that the Company does not want to lose might be permitted to report to a relative who manages in that specialized area of the business. Approval for the exception must be obtained from the most senior manager for the employees' functional area and from the Vice President of Human Resources. In some cases, such exceptions will require public disclosures.

Q: My daughter is a high school student and needs a summer job. My department needs to hire a summer temporary employee. My daughter would not report to me, but to someone in my organization. Is it okay to hire her for the position?

A: Assuming you are not the head of the department or of the organization that will employ your daughter, it may be appropriate for the office in which you work to hire your daughter. But she could not report to an organization you manage or over which you have budgetary control. Therefore, if you have overall responsibility for the department, for the facility or office or if you have budgetary control over either, then it would not be appropriate for your daughter to work there, even as a temporary employee.

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4.0 WE ARE HONEST AND ACCURATE WITH OUR INVESTORS AND THE PUBLIC.

4.1 Compliance with Prescribed Accounting Procedures

Compliance with prescribed accounting procedures is required at all times. Employees must record all transactions in the Company's accounting records accurately, fairly, in reasonable detail and in a timely fashion. Employees may not establish any fund for any purpose that is not properly reflected in the books and records. Employees certifying the correctness of records, including vouchers or bills, should have reasonable knowledge that the information is correct and proper.

Company accounts should be managed as follows:

- All accounts of Company funds, except authorized petty cash funds, are established and maintained in the name of the Company or one of its subsidiaries.
- All corporate accounts may be opened or closed only with approval of the CEO and CFO, under a standing or other resolution of the Company's Board of Directors and subsidiary accounts may be opened only with the required approval under local law and company governing rules and by-laws.
- Petty cash funds must be maintained in the name of the custodian and the custodian is wholly responsible for these funds. All cash received shall be promptly recorded and deposited in a Company or subsidiary bank account. No funds shall be maintained in the form of cash, except authorized petty cash.
- No representative of the Company or a subsidiary shall maintain an anonymous (numbered) account at any bank.
- No payments can be made in cash other than regular, approved cash payrolls and normal disbursements from petty cash supported by signed receipts or other appropriate documentation. Further, corporate checks shall not be written to "cash," "bearer" or similar designations.
- Employees are personally accountable for Company funds over which they have control. Employees who spend Company funds shall ensure the Company receives good value in return and must maintain accurate records of such expenditures. Employees who approve or certify the correctness of a bill or voucher should know that the purchase and amount are proper and correct.

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Obtaining or creating “false” invoices or other misleading documentation or the invention or use of fictitious sales, purchases, services, loans, entities or other financial arrangements is prohibited.

Q: I am a field employee and I maintain a business account in my name and in the name of Haemonetics. I use this to keep track of my business expenses. Is that okay?

A: No, you should have only your name on the account, not the name of Haemonetics.

4.2 Expectations for CEO, CFO, and Senior Financial Managers

The Company’s CEO, CFO and senior financial managers have a special responsibility to conduct themselves in a way that sets a personal example to others for the highest standard of corporate integrity and accountability in the preparation and public reporting of financial information to investors.

Accordingly, the CEO, CFO and each senior financial manager of the Company shall strictly adhere to and advocate the following principles and responsibilities governing their professional and ethical conduct, such that their conduct should serve as a model to the rest of the organization:

- To act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;
- To provide investors and internal customers with information that is accurate, complete, objective, relevant, timely and understandable;
- To comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies;
- To act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated;
- To respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose and to not use for personal advantage, any confidential information acquired in the course of their work;

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- To share knowledge and maintain skills important and relevant to their needs;
- To proactively promote ethical behavior as a responsible partner among peers in their work environment; and
- To achieve responsible use of and control over all assets and resources employed or entrusted to them.

4.3 Insider Trading and Other Securities Trades by Company Personnel

4.3.1 Key Terms

“**Insider trading**” refers to the use of “inside information” when buying or selling stock or when engaging in other equity transactions. It is a serious legal offense in the U.S. The practice damages the perception of fairness in equity markets. It can harm a company’s reputation and result in substantial civil and criminal penalties for a company and its employees. Managers can even be liable for violations by their subordinates.

“**Inside information**” is any information that is “**material**” and “**nonpublic.**” “**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. Positive or negative information may be material, such as:

- Changes in management;
- Significant new products or discoveries;
- Impending bankruptcy or financial liquidity problems;
- Gain or loss of a substantial customer or supplier; or projections of future earnings or losses;
- Financial results of an important part of the business or the entire business
- Impending mergers, acquisitions or other business combinations.

“**Nonpublic information**” is information about a company that is not generally available to the investment community and the public in general.

At Haemonetics, certain people are formally designated as “**Insiders**” because of their responsibility or authority over business decisions or because of their access to material, nonpublic information. Insiders

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include directors, officers, Corporate Staff members, and certain other employees (such as executive assistants) as well as their immediate families. A list of Company Insiders is maintained by the General Counsel's office and is distributed quarterly. Every employee should know whether he or she is an Insider.

Q: My husband wants to purchase some Haemonetics stock on the open market to give to his sister. I am not an Insider but I am working on an acquisition that will close soon but my husband does not know this so he does not have inside information, right?

A: If the acquisition closing is imminent and reasonably certain, and if the transaction could be material, then you could be an insider until the deal closes. This would make the purchase of stock by a close relative for the benefit of another relative inappropriate. You should check with the General Counsel before proceeding.

Q: I work for a Haemonetics subsidiary outside the US. Am I subject to insider trading rules?

A: Yes. If you trade in Haemonetics stock anywhere in the world, you are subject to insider trading rules.

Haemonetics has a “**black-out period**” during which trading in Haemonetics’ stock generally is not permitted by Company Insiders, whether or not that person has inside information at the time. The black-out period begins one week before the end of a fiscal quarter and ends at close of business of the second full day of trading after the release of earnings. Trading during black-out periods by Company Insiders is permitted only when such trading is conducted pursuant to a “**10b5-1 Trading Plan**” which has been adopted by the Company Insider and filed with the General Counsel in advance of such trading.

Occasionally, the General Counsel and/or the Chief Financial Officer may institute black out periods for designated persons, or even company wide, beyond the routine black out period. For this reason, it is required for Insiders, and strongly encouraged for all others, to request pre-approval before any Haemonetics stock transaction, including open market purchases or sales, exercise and sale of vested stock options, or sale of shares acquired through the company’s employee stock purchase plan (“ESPP”).

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4.3.2 Policy

No employee or other person with inside information relating to Haemonetics may use that information when trading in Haemonetics securities. Haemonetics employees may not pass the information on to others (such as family members, friends or associates) or engage in any other action to take advantage of the inside information. This policy also applies to trading in the securities of other public companies, including Haemonetics' customers or suppliers, based on information learned during employment with Haemonetics. In addition to formally designated Insiders and to black out periods, any Haemonetics employee could get access to inside information at any time in the course of performing their jobs. Therefore, the insider trading policy is relevant to all employees, in the U.S. and elsewhere whether or not a black out period is in effect.

Q: I have had a medical emergency in my family and need to sell stock I bought several years ago to generate cash. I have inside information about our financial results but that is not the reason I am trading. What can I do?

A: Even though a person with inside information may believe that a securities transaction is justifiable for personal reasons (such as raising money for an emergency medical bill), the trading activity is not allowed during the time that person has inside information. So you cannot trade.

Q: I got permission to exercise options from the General Counsel and completed all the steps necessary to do so but then learned some confidential material information before the trade was made. Do I need to stop the trade from proceeding if I placed my order to trade before having material inside information?

A: Yes. The relevant point is when the trade executes, not when you place an order with a broker. So you should remove the trading order so that the trade is not carried out while you have material inside information.

4.3.3 Additional Prohibited Transactions

Company Insiders may not engage in short-term or speculative transactions involving Haemonetics stock. Company stock purchased in the open market must be held for a minimum of six months. Purchases of Company stock on margin, short sales and buying or selling of puts and calls is also prohibited.

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Q: I would like to exercise options and then sell them the same day. The black out period is not in effect but I am a Company Insider. Do I have to hold the stock for six months after I exercise my options?

A: The six-month holding rule does not apply to exercises of stock options and subsequent sale, either through a 10b5-1 Plan or through an Employee Stock Purchase Plan. The exercise of the option is not considered an “open market” transaction.

4.3.4 Company Assistance

To prevent even inadvertent violations and to avoid even the appearance of an improper transaction of Haemonetics’ stock by directors, officers, management at the director level, and financial managers, all of their equity transactions must be cleared in advance by the General Counsel or the Chief Financial Officer.

Other employees not listed above must pre-clear the exercise of Haemonetics stock options with the General Counsel.

Certain former employees and former independent members of the Board of Directors may still be considered to have inside information for a period of up to six months. If asked, the General Counsel will provide those former employees or directors with guidance prior to any equity transactions related to Haemonetics or its customers, vendors and business partners.

Anyone with a question about Haemonetics stock transactions may obtain guidance from the General Counsel. However, the ultimate responsibility for avoiding improper transactions rests with the employee.

4.4 Recordkeeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, consult the Company Travel and Expense Policy. If you are still uncertain about the legitimacy of an expense, ask your supervisor or business unit controller.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal reports. Records should

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always be retained or destroyed pursuant to the Company record retention and destruction policy and procedures.

Q: I manage a staff of 5 employees. My predecessor, their former manager, routinely approved travel and entertainment expense reports without reviewing them. There are expenses that she previously approved that I do not believe are appropriate but the employees have grown to expect reimbursement. What can I do now?

A: The prior manager was wrong both to approve expense reports without reviewing them and to approve inappropriate expenses. You should not continue to approve these expenses. You should discuss this situation with your HR business partner to determine what further action is warranted.

4.5 Contacts with the Media and Investment Professionals

Media people and investment professionals will use many methods to gather business intelligence. For example, they may ask formally for an interview, or they may start a seemingly casual conversation at a trade show. The Company has authorized representatives to respond to all outside inquiries.

If a representative of the media or a member of the investment community asks for information about the Company or any aspect of its business, employees should not comment, unless they already have express authorization to speak for Haemonetics. The inquiry should be referred to Investor Relations or the General Counsel's Office.

For further details, please refer to the Company's policy on Financial Guidance and Regulation FD: Fair Disclosure. Fair Disclosure Policy

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5.0 WE PROTECT THE COMPANY'S REPUTATION AND ASSETS.

5.1 Company Assets: Computers, Software, the Internet and E-mail

Company assets include everything from office space to telephones to computers to desks and office supplies. They also include computers, software, and computerized information. It is your responsibility to use these assets appropriately, consistently with Company policy, and to protect them from loss, theft, damage, misuse or abuse. If they are damaged or lost, you should report it to your manager as soon as possible.

Refer to the Company's policy on Appropriate Use of Technology and to other Company IT security policies and standards for further guidance. Appropriate IT Use Policy

Personal Use:

Company assets are provided for you to use for Company business. Employees may occasionally make limited use of a Company asset, including telephone, Internet and e-mail systems, for personal reasons. But personal use must not be extensive and must not interfere with business activities. In addition, Company systems may not be used for any activities that are prohibited by other Company policies and they may not be used to support an outside business or for financial gain such as for working on outside employment.

A special word on e-mail:

Employees should know that e-mails that are created, sent, received or stored using the Company systems are Company property and Company records. The Company may access them, read them or print them. In some cases, the Company may have to disclose them in legal proceedings. Even e-mails that one considers personal and would like to keep private could be reviewed and disclosed by the Company. Complete e-mail privacy is not guaranteed. So when composing e-mails, recognize that they could become public.

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Q: I bought a software program to use at home that we don't have at the company and which would help me do my job. Can I install it on my work computer? I would also like to install one of the software programs I have on my work computer on my home computer so that I can work at home. Is that okay?

A: Software licenses purchased for home use generally are not licensed for business use or for installation on other computers and vice versa. So installing a program purchased for home use on your company computer and the reverse would violate the terms of the software licenses purchased for those specific uses. In addition to the legal issues, the use of unlicensed software could cause physical damage to the Company systems and may be incompatible with other installed programs. If you still believe you need this program, contact the IT department for assistance.

The Company reserves the right to inspect Company property that employees might use to store their personal effects, consistent with local laws. This includes desks, lockers and vehicles owned by the Company. In addition, in order to ensure that phone, internet and electronic mail systems are used appropriately and consistently with Company policies, the Company may track their use by employees and may generate and review reports of their usage by employees, as permitted by local laws and Company policies.

Q: In the country where I work, local laws limit the Company's access to my e-mails. Does the Company follow those laws?

A: The Company will always abide by local laws that are more strict than the general principles expressed in this Code. Therefore, the Company will not do something that is prohibited by local law.

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5.2 Intellectual Property, Publications and Case Studies

5.2.1 Intellectual Property

Inventions, product developments, process improvements, discoveries and other forms of work-related knowledge creation (in short, “Intellectual Property”) resulting from the activities of Company employees belong to the Company. Even if the work is done by an employee “after hours” or on a “personally owned” computer system, Haemonetics retains ownership, to the extent allowed under local law.

To seek an exception for ownership of intellectual property, contact the General Counsel’s Office. The Company may grant exceptions to this standard in the following situations.

Candidates for employment may have patents, copyrights or other forms of intellectual property rights from previous employment or research activities. Candidates must arrange an exception to Haemonetics’ policy for this property prior to beginning employment.

Occasionally, Haemonetics may choose not to take a commercial interest in a discovery or invention. The Company may waive its ownership rights.

5.2.2 Publications and Case Studies

Employees are encouraged to publish in their areas of subject matter expertise. This policy is intended to protect Haemonetics’ proprietary information and the proprietary information of Haemonetics’ customers, vendors or other business contacts. It is also meant to protect Haemonetics’ reputation and image.

Technical publications, presentations and papers that reference the Company or its products must be reviewed and approved before they are distributed outside of the Company, including by electronic means. All other publications and papers, including case studies, academic reports, business articles, employee biographies or memoirs, must also be reviewed and approved. Employees are responsible for initiating the review process and also for following relevant label review procedures.

Technical works are to be reviewed by senior technical managers.

Sales or marketing materials are to be reviewed by Sales or business unit managers.

Other written works are to be reviewed by a member of the Corporate Leadership Team.

Unless there is a prior agreement between the Company and an author, to the extent permitted by local law, the copyright for publications belongs to Haemonetics.

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5.3 Confidential Company or Third Party Business Information

Certain information about Haemonetics' products, marketing plans, finances and other aspects of the business must remain confidential. All employees are bound by a duty to the Company to protect that information. Former employees are also bound by the agreement not to disclose Haemonetics' confidential information even after they leave the Company.

Some employees, as part of their job duties or in connection with their employment, may become aware of confidential information belonging to a third party, whether a customer, supplier, patient or blood donor. Company employees must maintain that information confidential consistent with the confidentiality obligations undertaken by the Company, both during and after their employment.

Employees should also refer to the Company's policy on signature and approval of contracts, including non-disclosure agreements. **Contracts Policy**

Q: During a meeting, a current vendor wanted to discuss new product ideas and enhancements to his products. Neither of us brought or signed a non-disclosure agreement. What should I do if this happens again?

A: In the course of legitimate business activity, an employee may be offered confidential information from customers or other business contacts. Generally you should not accept the information without a proper authorization and a written confidentiality or non-disclosure agreement, approved by Haemonetics' Corporate legal department and by an authorized signer from the business contact. If there is any chance that confidential information will be discussed at a meeting, it is best to be prepared in advance with a properly signed NDA. If that is not possible, it is best to reschedule or suspend the meeting until an NDA can be obtained.

As a general rule, employees should not disclose information that is not already public, either inside or outside of the Company. Inside the Company, if a colleague does not have a legitimate business reason to know, an employee should not reveal certain information. The following practices are important for protecting the confidentiality of information.

- Keep confidential information out of sight of casual observers on planes, trains and in other public places.
-
- Even in Haemonetics' facilities, keep confidential information out of sight of casual observers.
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Do not discuss confidential information in elevators, restaurants or on cell phones.

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Protect laptop computers, cell phones, and personal digital assistants from theft: keep them close at hand when traveling. Store them out of sight in a hotel room or in a parked car.

•

Do not disclose system passwords.

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6.0 REPORTING VIOLATIONS AND COMPLAINT HANDLING

Employees must comply with this Code themselves and also should be alert to possible violations of the Code anywhere in the Company. In the area of ethics, legality and propriety, every employee has an obligation to the Company beyond normal reporting relationships. Thus, every employee is expected to report a violation promptly.

Each employee is responsible for his or her own actions and their consequences. Each of us is obliged to follow the letter and spirit of these standards and, as leaders, to model this behavior for others. We expect the Company's agents, consultants, representatives and suppliers to be guided by these principles as well. Unless otherwise indicated, the same principles apply to the Company's outside directors

You should be familiar with this Code so that you can easily spot potential violations. If you become aware of a possible violation, you should normally report the problem to your supervisor. Sometimes, it may be impractical or you may feel uncomfortable raising a matter with your supervisor. In those instances, you are encouraged to contact any of the following:

- Chief Compliance Officer,
- Human Resources Department,
- the General Counsel, or
- Chief Financial Officer.

All employees are expected to cooperate in investigations of violations.

There will be no reprisal, retaliation or adverse action taken against any employee who, in good faith, reports or assists in the investigation of, a violation or suspected violation, or who makes an inquiry about the appropriateness of an anticipated or actual course of action.

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Q: How will my complaint be handled? Will the people involved be fired?

A: All reports will be investigated promptly and thoroughly. We will try to keep your identity as confidential as possible. Complete confidentiality may not always be possible due, for example, to a full and fair investigation or to legal reasons. Someone will follow up with you. Some violations may be so severe that they result in termination of employment. Others may be resolved through less serious disciplinary action. But they will all be treated proportionally and fairly.

Q: I am afraid to report some suspicious behavior by my supervisor. Can I tell someone about the problem anonymously?

A: Haemonetics recognizes that reporting your suspicion of someone else's wrongdoing is not easy. But we rely on you to bring serious matters to the attention of the right people so that we can investigate and respond appropriately. Anonymous reports are accepted but anonymity sometimes makes it harder to properly investigate a report and to follow up. So, we encourage you to identify yourself and we will protect your confidentiality as much as possible. If you still feel uncomfortable, the Code provides guidance on how to make an anonymous report.

Anyone who has a concern about the Company's conduct, the conduct of a Company officer or the Company's accounting, internal accounting controls or auditing matters, may also communicate that concern to the Audit Committee of the Board of Directors. In some cases, the Audit Committee may direct that certain matters be presented to the full board. The Audit Committee may also direct that reports be given special treatment, for example, by hiring outside advisors or counsel.

You can communicate directly to the Company or the Audit Committee through the Company's **HaemonEthics** Helpline via a secure internet site hosted by a third party provider, by mail or by telephone.

- Internet Link: EthicsPoint - Haemonetics Corporation

or at www.ethicspoint.com

- Address: Haemonetics Corporation
400 Wood Road
Braintree, Massachusetts 02184
- Toll free number: 1-888-224-7060 (toll free in the United States and Canada)

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Q: In my culture, it's not a good thing to report on your co-workers, especially anonymously. Why does Haemonetics expect this from me?

A: Anonymous reporting is only an option, never a requirement. Indeed, we prefer hearing from employees directly. As to reporting violations generally, we recognize that different cultures have different norms and standards. But our shareholders, customers and employees deserve and require that our Company be well-run, our product quality be high and our books and records be truthful and accurate, to name just a few things. If you have information that might prevent a violation of our promises to the public and to our employees, you have a duty to share that information with someone who can act so that the wrongful conduct can be addressed and stopped. If you are a manager, you have a duty to communicate these expectations to your staff members and to hold your staff to the high standards to which you hold yourself.

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7.0 DISCIPLINE

Violation of this Code may result in serious consequences for the Company, its corporate reputation and credibility and the confidence level of its customers and investors. Sanctions against the Company for criminal or civil wrongdoing could include substantial fines and restrictions on future operations. Individual employees could be required to pay significant fines or be sentenced to prison. Therefore, violations will be taken seriously.

Company-imposed disciplinary action will be coordinated with the employee's supervisor, the appropriate Human Resources representatives, the Legal Department and/or the Chief Compliance Officer. The overall seriousness of the matter will be considered in determining disciplinary action to be taken. Discipline might include dismissal in serious circumstances.

Individual cases may require an employee to reimburse the Company for losses or damages. The Company may even refer an employee for criminal prosecution, civil enforcement or a combination of the above.

Disciplinary action may also be taken against supervisors or executives, who condone, permit or have knowledge of illegal or unethical conduct by subordinates and do not take corrective action.

Disciplinary action may be taken against employees who make false statements in connection with investigations of violations of this Code.

All employees will be held to the standards in this Code. Violating the Code, even if directed to do so by management, is not justifiable. If a manager solicits actions in violation of this Code, an employee should contact the Legal Department or the Chief Compliance Officer.

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8.0 WAIVERS OF THE CODE OF BUSINESS CONDUCT

Any waiver of the Code for executive officers or directors may be made only by the Company Board of Directors and will be promptly disclosed, as required by law or stock exchange regulation.

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9.0 CERTIFICATION LETTER

All new hires shall read and certify compliance or disclose exceptions to the Code. In addition, certain employees, including Company directors, officers and designated employees, will re-certify annually in writing that they have re-read the Code, know of no violations of the Code, and have no conflicts of interest to disclose, or they will report exceptions or violations of the Code. Re-certification should be done after the exercise of reasonable diligence. The Annual Compliance Letter should be signed and forwarded to the Chief Compliance Officer timely.

9.1 Instructions**PLEASE READ (OR REREAD) THE CODE OF BUSINESS CONDUCT POLICY PRIOR TO COMPLETING THIS CERTIFICATION**

Any questions concerning this Certification or the Code should be directed to the Chief Compliance Officer or the Legal Department.

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9.2 Certification:

I have read and understand the Haemonetics Code of Business Conduct. I agree to abide by its terms and have not violated the Code and do not know of any violations. I have not engaged in any activity and I do not have any interest that would create a conflict of interest or an appearance of conflict or that violates the letter or spirit of the Code and I am not aware of that any close family relative has engaged in any such activity or has any such interest. Any exceptions to these statements are noted below.

I acknowledge that in the event that I commit a violation of the Code of Conduct through my actions or failure to act, I will be subject to disciplinary measures, up to and including termination of my employment. If a change in circumstances occurs which should be reported as a potential exception to the Policy, I will promptly notify the Chief Compliance Officer or I will bring the matter to the attention of my supervisor or the General Counsel.

9.3 Exceptions

Identify exceptions here:

IF THERE ARE NO EXCEPTIONS, PLEASE CHECK HERE _____

Name (Please Type or Print) _____

Signature _____

Title _____

Date _____

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Revision History

Please consult the Document Management system for the revision history.