

**STANDARD BIOTOOLS INC.**  
**CODE OF ETHICS AND CONDUCT**

(as amended and restated on October 22, 2019)

## Introduction

Our reputation for honesty and integrity is among the most important assets of Standard BioTools. The Standard BioTools Inc. Code of Ethics and Conduct, which may be referred to as the "**Code**," is designed to provide you with a clear understanding of the conduct we expect from all our employees, officers, directors, agents, contractors, and consultants (collectively referred to as "**personnel**"). The Code applies to all personnel of Standard BioTools Inc. and its subsidiaries (unless otherwise specified, collectively referred to in the Code as "**Standard BioTools**" or the "**Company**").

**You are required to review the Code carefully. All new personnel must execute an acknowledgement of the Code at the time of hire, and continuing personnel may be asked from time to time to provide Standard BioTools with a similar acknowledgement. Failure to comply with the Code may result in disciplinary or enforcement action, which may include termination of your employment or consulting arrangement, consistent with applicable laws.**

## Purposes of the Code

Our Board of Directors (the "**Board**") has adopted and implemented the Code in order to deter wrongdoing and to promote the following:

- Honest and ethical conduct, including (i) the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (ii) the ethical conduct of our business, and (iii) the ethical management of our relationships and transactions with customers, vendors, and anyone with whom we conduct business;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents we file with, or submit to, the U.S. Securities and Exchange Commission (the "**SEC**") and in other public communications we make;
- Compliance with applicable governmental laws, rules, and regulations;
- Prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- Accountability for adherence to the Code.

## Highlights of the Code

The most important principal embodied in the Code is that *as a representative of Standard BioTools, you must act in all circumstances with honesty and integrity and in conformity with all applicable laws and regulations.* Key requirements of the Code include those listed below.

- You must at all times conduct yourself and any business you are conducting on behalf of Standard BioTools in compliance with all applicable laws or regulations.

- You must consider your personal activities and relationships to assess potential or actual conflicts of interest (or the appearance of a conflict of interest), and comply with notice and approval requirements set forth in the Code.
- You must ensure that every Standard BioTools business or financial record that you prepare or are involved with, whether related to Standard BioTools internal or external transactions, is prepared timely and accurately. You must never falsify any Standard BioTools document or business record, take any other action that distorts the true nature of any transaction, or fail to report to appropriate personnel any information that is necessary to ensure that Standard BioTools properly records and accounts for every business transaction.
- If you are involved in preparation of our financial statements and reports or other public disclosures, you must use all reasonable efforts to ensure that all such information and disclosures are full, fair, accurate, timely, and complete.
- You may not use assets of Standard BioTools, including confidential information, for your personal business or benefit.
- You must deal with our customers, suppliers, and other third parties with whom Standard BioTools has relationships, and with competitors of Standard BioTools, fairly and at arm's length and in compliance with all applicable laws, including those relating to competitive practices.
- You must protect Standard BioTools proprietary information as well as the proprietary information of third parties that Standard BioTools may obtain and must not use any such information for your personal benefit.
- You must never bribe or attempt to bribe or improperly influence a government official.
- You should promptly report violations or suspected violations of the Code, including requests by any Standard BioTools representative to violate the Code, or any threats or retaliation against someone who in good faith has reported a known or suspected violation or who is cooperating in good faith in any investigation.
- Violating the Code may result in disciplinary and/or enforcement action, which may include termination of employment or your consulting arrangement, consistent with applicable laws.

### **Your Responsibilities**

**You are responsible for reading and understanding the Code.** You must at all times comply with the Code, both in letter and in spirit. Ignorance of the Code will not excuse you from its requirements.

**You are responsible for conforming your conduct to the Code.** You must comply with the Code as well as other applicable policies of Standard BioTools. You will not be permitted to rely on technical arguments that an action was within the letter of the Code if it was clearly not within the spirit or intent of the Code.

**You are responsible for seeking guidance if you have questions about the Code or if a circumstance or situation arises where you are uncertain as to whether an action is unethical or improper.** Some situations may seem ambiguous. No Code of Conduct or other policy can address every circumstance. Standard BioTools encourages you to trust your instincts, as you will be responsible for your actions. In evaluating a situation, you should obtain all relevant facts, assess the responsibilities and roles of those involved, and use your own judgment and common sense to evaluate whether an action is unethical or improper. If you are uncertain, seek guidance. You may discuss any questions or concerns you have about the Code or other Standard BioTools policies with your immediate manager, another local manager or Human Resources representative, or one of the resources identified in Section 4 of the Code (Accountability and Reporting).

**You are responsible for assisting Standard BioTools in enforcing the Code and for reporting potential violations.** You should be alert to possible violations of the Code. Violations may occur as a result of someone's intentional act or, in some cases, because of an unintentional act, oversight, or error. It is your responsibility to report known or suspected violations regardless of whether you believe the violation is or was intentional. Any suspected misconduct or violation of law should be reported according to the instructions provided in Section 4, beginning on page 3.

To report concerns related to accounting, internal accounting controls, and auditing matters, please review our **Complaint Procedures for Accounting and Auditing Matters**, which are available on the Standard BioTools internal website or upon written request to [compliance@standardbio.com](mailto:compliance@standardbio.com).

**You may report any misconduct or any violation of the Code, including any violations of laws and regulations applicable to the Company, in confidence and without fear of retaliation. It is against Standard BioTools policy and this Code to retaliate in any manner, including with harassment or threats, against any person who has in good faith reported a suspected violation of this Code or any other Standard BioTools policy or who has participated in good faith in an investigation of suspected misconduct.** Conversely, any bad faith reporting could lead to disciplinary action, up to and including termination.

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***Part A and Part B of this Code taken together are intended to satisfy the definition of a "code of ethics" as set forth in Item 406 of Regulation S-K promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. As such, any waiver or implicit waiver of the provisions of Part A or Part B that relates to any element of the code of ethics definition enumerated in Item 406(b) of Regulation S-K for certain executive officers and financial personnel must be publicly disclosed in accordance with applicable rules and regulations.***

***If a conflict exists between this Code and applicable laws or regulations, the stricter of the two should be applied to the extent permitted under applicable laws and regulations. Any questions or comments about the application of these laws or the Code should be directed to the Company's General Counsel.***

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## **PART A: OVERVIEW**

### **1. PURPOSE AND SCOPE**

This Code of Ethics and Conduct (the “**Code**”) summarizes the ethical standards and key policies that guide the conduct of Standard BioTools Inc. and its subsidiaries (referred to collectively as “**Standard BioTools**” and the “**Company**”) in certain critical areas. The Code applies to all Standard BioTools employees, agents, contractors, consultants, and members of its board of directors (collectively, “**personnel**”).

The purpose of this Code is to promote ethical conduct and deter wrongdoing. The policies outlined in this Code are designed to ensure that Standard BioTools personnel act in accordance with not only the letter but also the spirit of the laws and regulations that apply to the Company’s business. Standard BioTools expects you to exercise good judgment, to uphold these standards in your day-to-day activities, and to comply with all applicable policies and procedures in the course of your relationship with Standard BioTools.

You are expected to read the policies set forth in this Code and ensure that you understand and comply with them. The Code does not cover every issue that may arise, but it provides general guidelines for exercising good judgment. You should refer to the Company’s other policies and procedures for implementing the general principles set forth below. Any questions about the Code or the appropriate course of conduct in a particular situation should be directed to the Company’s General Counsel. Any violations of laws, rules, regulations or this Code should be reported immediately as set forth in **Section 4 (Accountability and Reporting)**.

Standard BioTools will not allow retaliation against any individual for such a report made in good faith or against persons who cooperate in good faith in an investigation. Standard BioTools personnel who violate this Code, including, but not limited to, this anti-retaliation provision, will be subject to disciplinary and/or enforcement action, which may include termination of employment or consulting arrangement, consistent with applicable laws.

All new personnel must sign the acknowledgement form at the end of this Code and return the form to the Company’s Human Resources Department indicating that that you have received, read, and understood the Code. The signed acknowledgment form will be placed in your personnel files.

Part A and Part B of this Code are, together, intended to constitute a “code of ethics” as described in Item 406 of Regulation S-K promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Part C of the Code and the Introduction preceding Part A of the Code are explicitly deemed not to be part of the Company’s “code of ethics” for the purposes of Item 406 and any related statutes or regulations.

## **2. HONEST AND ETHICAL CONDUCT**

Honest and ethical conduct is critical to our business. All Standard BioTools personnel and business partners have a duty to comply with applicable law and to act in an honest and ethical manner. Standard BioTools considers honest conduct to be conduct that is free from fraud or deception and is characterized by integrity. Standard BioTools considers ethical conduct to be conduct conforming to accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, as discussed below.

## **3. COMPLIANCE POLICY AND ENFORCEMENT PROCEDURES**

No code of ethics and conduct can replace the thoughtful behavior of an ethical individual or provide definitive answers to all questions. Since Standard BioTools cannot anticipate every potential situation, certain policies and procedures have been put in place to help you approach questions or problems as they arise.

### **A. Designated Ethics Officer**

The Company's General Counsel has been designated as the Company's Ethics Officer, with responsibility for overseeing and monitoring compliance with the Code. The Ethics Officer reports directly to the Chief Executive Officer with respect to these matters and also will make periodic reports to the Standard BioTools Audit Committee regarding the implementation and effectiveness of the Code as well as the policies and procedures put in place to ensure compliance with the Code.

### **B. Seeking Guidance**

You are encouraged to seek guidance from Standard BioTools supervisors, managers, or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action to take in a particular situation. Directors and officers are responsible for monitoring any conduct that violates any applicable law or any provision of this Code. In most instances, questions about the Code or the Company's other compliance policies should be brought to the attention of the General Counsel/Ethics Officer or directed to [compliance@standardbio.com](mailto:compliance@standardbio.com).

### **C. Reporting Violations**

If you know of or suspect a violation of the Code, or of applicable laws and regulations, you should report it immediately as described under **Section 4 (Accountability and Reporting)**. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should refer to the Standard BioTools **Complaint Procedures for Accounting and Auditing Matters**, which are available on the Company's internal website or upon written request to [compliance@standardbio.com](mailto:compliance@standardbio.com).

## **D. No Retaliation**

Any individual who observes possible unethical or illegal conduct is encouraged to report his or her concerns without fear of retaliation. The Company will not tolerate direct or indirect retaliation, in any form, against a person for making a good faith report of potential or actual misconduct or violations of this Code, or for assisting in any investigation.

Any Standard BioTools personnel involved in retaliation will be subject to disciplinary action consistent with applicable laws. In addition, Standard BioTools itself could be subject to civil or criminal liability for acts of retaliation against individuals who report possible violations.

## **E. Investigations**

Reports of potential misconduct will be promptly investigated. The Board or a designated Board committee will be responsible for investigating violations and determining appropriate action for matters involving Board members, executive officers, or managing directors. The Board or committee may designate others to conduct or manage investigations on its behalf and recommend appropriate action. Subject to the general authority of the Board to administer this Code, the General Counsel and Chief Executive Officer of Standard BioTools will be jointly responsible for investigating violations and determining appropriate action for other U.S.-based personnel, and the local managing director typically will be responsible for investigating non-financial violations and determining appropriate action for non-U.S.-based personnel. The Company's General Counsel, Chief Executive Officer, and local managing directors may designate others to conduct or manage investigations on their behalf and recommend appropriate action. For reports of suspected misconduct lawfully reaching the Board, the Board reserves the right to investigate such reports and either to determine appropriate action on its own or to designate others to do so, either in place of or in addition to the General Counsel. All personnel are expected to cooperate fully with any investigation made by Standard BioTools into reported misconduct.

## **F. Discipline/Penalties**

Individuals who violate the laws or regulations governing the Company's business or the provisions of this Code or any other Standard BioTools policy, procedure or requirement will be subject to disciplinary and/or enforcement action by the Company, which may include termination of employment, consistent with applicable laws. In addition, the violation of some Code provisions may constitute illegal activity, potentially subjecting the offender to civil or criminal liability.

# **4. ACCOUNTABILITY AND REPORTING; IDENTIFYING VIOLATIONS**

## **A. Monitoring and Reporting of Illegal or Unethical Behavior**

If in your country you have been issued a supplemental Whistleblower Policy, the guidelines contained in that notice will prevail if in conflict with any instructions in this Code regarding reporting of unethical or illegal conduct. This applies to any



matter that you believe gives rise to an ethical or legal violation, whether it is related to your job responsibilities or not.

As a Standard BioTools employee, agent, contractor, consultant, or director, you are expected to assist Standard BioTools in enforcing the Code by reporting possible violations to appropriate personnel. Violations may occur as a result of someone's intentional act or, in some cases, because of an unintentional act, oversight, or error. It is your responsibility to report known or suspected violations regardless of whether you believe the violation is or was intentional. The Company will not allow retaliation for good faith reports of misconduct by others.

## **B. Reporting Procedures**

If you become aware of a suspected violation of law or of this Code, you should promptly discuss the matter with your supervisor. If you do not feel comfortable speaking to your supervisor, you should talk to another local supervisor, higher level manager, or Human Resources representative.

In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question or discussing it with a higher level manager, you have the following resources:

- Contact the Company's General Counsel/Ethics Officer
  - By email: [compliance@standardbio.com](mailto:compliance@standardbio.com)
  - By mail: c/o Standard BioTools Inc.  
2 Tower Place, Suite 2000  
South San Francisco, California 94080
- Report to an outside, independent service provider by calling the hotline number below or using the Company's online reporting tool at <https://www.convercent.com/report>.
  - From the U.S. or Canada, call (800) 461-9330.
  - From other countries, call (800) 1777-9999.

*Reports may be submitted anonymously through these channels in all jurisdictions where permitted by applicable law.*

- Contact the Audit Committee
  - By email: [auditcommittee@standardbio.com](mailto:auditcommittee@standardbio.com)
  - By mail: Audit Committee Chair  
c/o Standard BioTools Inc.  
2 Tower Place, Suite 2000  
South San Francisco, California 94080

- If you are located in the EMEA region, consult your country's Whistleblower Policy which has been communicated to you upon your on-boarding and which you can find also in Connect.

**You may report any misconduct or any violation of the Code, including any violations of laws and regulations applicable to the Company, in confidence and without fear of retaliation.** To the extent permitted by applicable law, if your situation requires that your identity be kept secret, your anonymity will be protected. However, because it may be more difficult to thoroughly investigate reports that are made anonymously, you are encouraged to identify yourself when reporting. All reports, whether identified or anonymous, will be treated confidentially to the extent consistent with applicable law.

For additional information about reporting complaints related to accounting, internal accounting controls, and auditing matters, please review our **Complaint Procedures for Accounting and Auditing Matters**, which are available on the Standard BioTools internal website or upon written request to [compliance@standardbio.com](mailto:compliance@standardbio.com). **It is against Standard BioTools policy and this Code to retaliate in any manner, including with harassment or threats, against any person who has in good faith reported a suspected violation of this Code or any other Standard BioTools policy.** Conversely, any bad faith reporting could lead to disciplinary action, up to and including termination. The intentional misreporting of information may be actionable and subject to criminal investigation.

### **C. Identifying Violations**

To assist you in the day-to-day monitoring of our business conduct, the following is a partial list of facts or circumstances that could suggest a violation of the Code. This list is not exhaustive but provides examples of situations that you should avoid and that should be reported.

- Oral or written agreements or understandings with customers modifying payment terms, rights of cancellation or product return, or any other term or condition, where such modification is not part of the terms and conditions of sale communicated to the Finance Department for purposes of recording the transaction;
- Improper or excessive payments relating to inaccurate or misleading time sheets, expense reports, billing records, or similar documents;
- Improper or excessive payments to agents, consultants, or professional service providers, particularly where the service providers are new or unknown to Standard BioTools and have not been adequately investigated or have not signed contracts or letters of engagement as required by the Company's policies, or where an association between Standard BioTools and the third party would be embarrassing if exposed;

- Improper or excessive payments for “miscellaneous expenses” not properly categorized;
- Payroll-related expenditures, bonuses, awards, and gifts given to or by Standard BioTools personnel without proper approval and adequate documentation;
- Payments made in cash or checks drawn to cash, or bearer or bank accounts or other property not titled in the name of Standard BioTools;
- Any payment or transfer to, or deposit with the bank account of, an individual or intermediary rather than the individual or company with which Standard BioTools is doing business;
- Payments or billings made, or fees collected or paid, that are greater or less than normal payments, billings, or fees for the services provided or received and made at the request of a supplier or customer; or any payment made or received in an amount greater or less than, or for purposes other than, as described in supporting documentation;
- Unusual transactions occurring with non-functional, inactive, or shell subsidiaries or involving undisclosed or unrecorded assets or liabilities; and
- Any employment, consulting, or business relationship between a Standard BioTools employee, agent, contractor, consultant, or director and another company, if such company is in a business that is the same as or related to Standard BioTools.

## **5. AMENDMENT, MODIFICATION AND WAIVER**

This Code may be amended or modified by the Board or a committee of the Board. Any amendments of Part A or Part B of this Code must be promptly disclosed to stockholders if and as required by law or the rules of the Nasdaq Global Select Market (“**Nasdaq**”).

Any waiver of the provisions of Part A or Part B of this Code for a director, executive officer, or any financial or accounting officer at or above the level of the principal accounting officer or controller may be made only by the Board and must be promptly disclosed to stockholders if and as required by law or Nasdaq rules. Waivers with respect to other personnel may be made only by the Company’s General Counsel.

Any waiver of this Code with respect to a conflict of interest transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended, must be approved in advance by the Standard BioTools Audit Committee.

## PART B: ETHICAL STANDARDS

### 6. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

All Standard BioTools personnel and business partners must comply with all laws, rules and regulations applicable to Standard BioTools and its business, as well as with applicable Standard BioTools policies and procedures. Each individual must acquire appropriate knowledge of the legal requirements relating to his or her duties sufficient to enable him or her to recognize potential problems and to know when to seek advice from the Company's General Counsel or the other resources identified in **Section 4 (Accountability and Reporting)**. Violations of laws, rules, or regulations may subject you to individual criminal or civil liability, as well as to discipline and/or enforcement action by Standard BioTools. These violations may also subject Standard BioTools to civil or criminal liability or the loss of business.

Any questions as to the applicability of any law, rule or regulation should be directed to the Company's General Counsel.

### 7. FINANCIAL RECORDS AND PUBLIC DISCLOSURE

Every Standard BioTools financial record – including sales records, time sheets, expense reports, books and ledgers, and other financial data and records – must be accurately and timely prepared and must be prepared in accordance with all applicable laws, principles, and standards. The integrity of our financial transactions and records is critical to the operation of our business and to maintaining the confidence and trust of our stockholders, customers, suppliers, and personnel.

#### *General Principles*

Each individual having any responsibility for, or involvement in, financial reporting or accounting must have an appropriate understanding of relevant accounting and financial reporting principles, standards, laws, rules, and regulations as well as the Company's financial and accounting policies, controls, and procedures.

Each individual having any responsibility for, or involvement in, the Company's customer sales and support process or managing relationships with our vendors must understand the accounting and financial reporting implications of the Company's transactions with these parties. All such personnel should consult with the Finance Department to discuss any requests for non-standard terms or conditions. All such personnel are responsible for ensuring the accuracy and completeness of all documentation relating to customer sales and support or vendor transactions. **The terms and conditions of any transaction between Standard BioTools and any customer or vendor must be fully and completely reflected in the documentation governing the transaction. The existence of oral or written agreements or understandings of any kind that are not part of the documentation relating to such transaction and that are not reported to the Finance Department as part of such transaction is an absolute violation of this Code and may constitute grounds for immediate termination, consistent with applicable laws.** Examples of such agreements or understandings include (but are not limited to): requests for payment terms that differ from those reflected

in purchase orders or other documentation, or rights to return or cancel orders or products that are not reflected in the documentation. **All personnel involved in Standard BioTools customer and vendor transactions are responsible for consulting with the Finance Department if any customer or vendor requests that Standard BioTools consent to any term or condition that would not be fully reflected in the documentation relating to the transaction.**

Even individuals not directly involved in the Company's financial reporting, accounting, sales, or purchasing will likely come into contact with financial records, reports, or other documents impacting the preparation of financial statements. These may include vouchers, time sheets, invoices, or expense reports. We expect every service provider, regardless of his or her familiarity or involvement with finance or accounting matters or principal job responsibilities or functions, to use all reasonable efforts to ensure that every business record or report with which he or she deals is accurate, complete, reliable, and timely submitted.

All Standard BioTools personnel are specifically required to use all reasonable efforts to ensure the following provisions of the Code are satisfied:

- All transactions must be recorded and classified in the proper accounting period and in the appropriate account and department. Delaying or prepaying invoices to meet budget goals is a violation of the Code.
- No individual may falsify any document or distort the true nature of any transaction.
- All transactions must be supported by complete and accurate documentation.
- Any information or statement in any report, filing, certification, application, or similar document that Standard BioTools may submit to any governmental authority or entity must be full, fair, accurate, timely, understandable, and complete.
- All personnel must cooperate fully with any investigation into the accuracy, completeness, and timeliness of the Company's financial records.
- To the extent estimates and accruals are required to be made in the Company's reports and records, individuals involved with such estimates and accruals will base them on good faith judgments supported by appropriate documentation.
- No payment may be made to any supplier, vendor, or other person, other than the person or firm that actually provided goods or services to Standard BioTools, unless the payment is approved in advance by the Company's General Counsel.

### *Individuals Controlling Standard BioTools Funds*

Every individual is personally responsible for all Standard BioTools funds over which he or she exercises control. No employee may allow any agent or contractor of Standard BioTools to exercise control over any funds of Standard BioTools without the prior approval of the Company's General Counsel.

### *Dealing With Auditors*

Our auditors have a duty to review our records in a fair and accurate manner. All personnel must cooperate fully with the Company's independent and internal auditors in good faith and in accordance with law. No individual may fraudulently induce, or influence, coerce, manipulate, or mislead, our independent or internal auditors regarding any financial record, process, control, procedure or other matter.

### *Public Communications and Reports*

Standard BioTools files reports and other documents with the SEC, Nasdaq, and other governmental and regulatory agencies. In addition, from time to time, Standard BioTools makes other public announcements, such as issuing press releases.

All personnel involved in the preparation of these reports, documents, or announcements are expected to use all reasonable efforts to ensure that the Company's disclosures are complete, accurate, objective, relevant, timely and understandable. In addition, such personnel are expected to comply with the Company's disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely, and understandable disclosure in our public reports and communications.

If you believe that any public disclosure by Standard BioTools is materially false or misleading, if you become aware of material information that you believe should be disclosed to the public, or if you believe that questionable accounting or auditing conduct or practices have occurred or are occurring at or in connection with Standard BioTools, you should follow the reporting procedures in **Section 4 (Accountability and Reporting)**.

### *Intentional Misconduct*

Intentional misrepresentations of the Company's financial performance or any other action by an individual that intentionally compromises the integrity of the Company's reports (financial or otherwise), records, or public disclosures is a specific and extremely severe violation of this Code. Any violation of this Code arising from an intentional misrepresentation, including failure to report potential misrepresentations by others, will be viewed as severe misconduct and will be subject to severe penalties, which may include termination, consistent with applicable laws. Examples of such intentional misconduct would include, but are not limited to, the following:

- Reporting any information or entering any information in the Company's books, records, or reports that fraudulently or intentionally hides,

misrepresents, or disguises the true nature of any financial or non-financial transaction;

- Agreeing orally or in writing to any term or condition of any transaction with a customer or vendor that is not reflected in the documentation provided to the Finance Department or failing to disclose to the Finance Department that any customer or vendor either intends to breach or otherwise fail to honor any term or condition as reflected in such documentation or has an understanding of any term or condition that is inconsistent with the understanding of Standard BioTools and the Finance Department;
- Establishing any undisclosed or unrecorded fund, account, asset, or liability for any purpose;
- Entering into any transaction or agreement that accelerates, postpones, or otherwise manipulates the accurate and timely reporting of revenues and expenses;
- Intentionally misclassifying transactions as to accounts, business units, or accounting periods;
- Intentionally destroying or altering any document or record that you have been notified is subject to a legal hold; or
- Knowingly assisting others in any of the above.

## **8. CONFLICTS OF INTEREST**

The personal activities and relationships of Standard BioTools personnel must not conflict, or appear to conflict, with those of the Company. Your decisions and actions in the course of your employment or engagement with Standard BioTools should be based on the best interests of Standard BioTools, not based on your own personal relationships or business and financial interests.

We expect you to evaluate your personal relationships and activities to determine whether a conflict exists or could appear to exist and to avoid such relationships and activities. Any situation where it may be difficult for you to perform your work impartially, objectively, or effectively and in the best interests of Standard BioTools could suggest that a conflict exists.

You are required to disclose immediately to a supervisor, the Finance Department, or the Human Resources Department if you become aware that any personal relationship or business or financial interest conflicts, or may appear to conflict, with those of Standard BioTools. Supervisors with concerns that any actual or suspected conflict, whether their own or related to a reporting employee or contractor, would violate the Code should contact the Finance Department or Human Resources Department.

### *Standard BioTools Personnel Conflicts of Interest*

Conflicts arise in numerous situations, and it is not possible to categorize every potential conflict. Again, you are responsible for evaluating these situations and conferring with your supervisor or appropriate Finance or Human Resources personnel. Conflicts such as those relating to your work schedule, duties, and responsibilities are specifically described in local policies, work rules, or handbooks. In connection with the Code, Standard BioTools has also adopted the following conflicts policies relating to business or financial interests of personnel other than non-employee members of the Board:

- You may own up to 1% of the stock of a competitor, customer, or supplier of Standard BioTools without obtaining prior approval so long as the stock is publicly traded and you have no discretionary authority in dealing with the competitor, customer, or supplier. If you propose to purchase more than 1% of the stock of such competitor, customer, or supplier, if the company is not publicly traded, or if you have discretionary authority in dealing with the competitor, customer, or supplier, then the stock may only be purchased with the prior approval of the Company's General Counsel or, in the case of any officer, the prior approval of the Board or its designated committee.
- You must provide written disclosure of any personal, financial, business, or other economic interest you may have in a transaction between Standard BioTools and a third party, and that interest must be approved by the Company's General Counsel prior to the transaction or, in the case of an officer, by the Board or its designated committee. If the financial interest relates solely to the fact that your spouse, significant other, or family member works at the third party, then *provided you are not a Standard BioTools officer*, no prior approval will be required unless either you deal with the supplier or customer, or your spouse, significant other, or family member deals with Standard BioTools. Nevertheless, you must still disclose to your supervisor the potential interest in any proposed transaction of which you have knowledge.
- You may not directly or indirectly exploit for personal gain any opportunities discovered through the use of Standard BioTools property or information, or your position with Standard BioTools unless the opportunity is fully disclosed in writing to the Board and the Board declines to pursue the opportunity.
- Loans from Standard BioTools to any director or officer of Standard BioTools or any family member of any officer or director of Standard BioTools are prohibited. Loans to any other personnel or family member of Standard BioTools personnel must be approved in advance by the Board or a designated committee (excluding travel advances and similar payments made in connection with the Company's business expense reimbursement policies).



- You may not perform any services as a director, employee, agent, contractor, or consultant for any competitor of Standard BioTools while employed by or providing services to Standard BioTools.
- You may not perform any services as a director, employee, agent, contractor, or consultant for any Standard BioTools customer or supplier, or any other entity that has a business relationship with Standard BioTools, without the prior approval of the Company's General Counsel or, in the case of any officer of Standard BioTools, the prior approval of the Board or its designated committee.
- You may, on your own time, serve as an officer, director, or consultant to businesses that are not competitors, customers, suppliers, or business partners of Standard BioTools, but any such service (i) must be disclosed to and approved by your supervisor (or, in the case of an officer, the Board's nominating and corporate governance committee (the "**Governance Committee**")) and (ii) must not otherwise interfere with your responsibilities to Standard BioTools. Notwithstanding the foregoing, you may serve on the boards of charitable organizations or educational, political, community, or religious institutions so long as such service does not interfere with your responsibilities to Standard BioTools or otherwise create a conflict of interest.
- You may not serve on the decision-making or rule-making panel of any local, regulatory or advisory body of any governmental entity whose rules or decisions have application to the Company's business activities, without the prior written disclosure to the Company's General Counsel and approval by the Governance Committee. You may serve in an elected or appointed public office, however, so long as the position does not create or appear to create a conflict of interest and does not interfere with your responsibilities to Standard BioTools.

**The foregoing list of conflicts is not exclusive, and other situations or circumstances that are not listed could give rise to conflicts. It is your responsibility to identify potential conflicts and consult with your supervisor or other appropriate personnel concerning conflicts.**

**Standard BioTools may rescind any approval granted with respect to an actual or potential conflict of interest if Standard BioTools determines it to be in the best interests of Standard BioTools.**

*Additional Conflict Provisions Relating to Non-Employee Directors*

Members of the Company's Board who are not also employees have special responsibilities to Standard BioTools but are also prominent individuals with substantial other responsibilities. Members of the Board will be required to disclose to other directors any personal, financial, business, or other economic interest they may have in any transaction submitted for approval by the Board and must recuse themselves from participating in any decision in which there exists a conflict of interest between their personal interests and the interests of Standard BioTools. Each

non-employee director must promptly inform Standard BioTools if he or she performs services as a director, employee, consultant, contractor, or agent for any customer, supplier, or other third party with whom Standard BioTools has a business relationship. No non-employee director may serve as a director, employee, consultant, contractor, or agent for any competitor of Standard BioTools while acting as a director of Standard BioTools.

#### **9. NO LOANS TO EXECUTIVE OFFICERS OR DIRECTORS**

As indicated under **Section 8 (Conflicts of Interest)**, it is the policy of Standard BioTools not to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any director or officer of Standard BioTools. Any questions about whether a loan has been made to a director or officer in violation of this policy should be directed to the Company's General Counsel.

#### **10. CORPORATE OPPORTUNITIES**

As indicated under **Section 8 (Conflicts of Interest)**, employees, agents, contractors, consultants, and directors are prohibited from:

- Personally taking for themselves opportunities that are discovered through the use of Standard BioTools property or information or their positions with Standard BioTools;
- Using Standard BioTools property or information or their positions with Standard BioTools for personal gain; and
- Competing with Standard BioTools.

All Standard BioTools personnel owe a duty to Standard BioTools to advance its legitimate interests when the opportunity to do so arises.

#### **11. RECORDKEEPING**

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the transactions and matters to which they relate and must conform both to applicable legal requirements and to the Company's system of internal controls. All assets of Standard BioTools must be carefully and properly accounted for. The making of false or misleading records or documentation is strictly prohibited. Unrecorded funds or assets should not be maintained. Please refer also to the more detailed requirements under **Section 7 (Financial Records and Public Disclosure)**.

Standard BioTools complies with all laws and regulations regarding the preservation of records. Records should be retained or destroyed only in accordance with the Company's document retention policies. Any questions about these policies should be directed to the Company's General Counsel.

## **12. DISCLOSURE**

The information in the Company's public communications, including filings with the Securities and Exchange Commission, must be full, fair, accurate, timely and understandable. All personnel are responsible for acting in furtherance of this policy. In particular, each individual is responsible for complying with the Company's disclosure controls and procedures and internal controls for financial reporting. Any questions concerning the Company's disclosure controls and procedures and internal controls for financial reporting should be directed to the Company's General Counsel. Please refer also to the more detailed requirements under **Section 7 (Financial Records and Public Disclosure)**.

Anyone who believes that questionable accounting or auditing conduct or practices have occurred or are occurring should refer to the Standard BioTools **Complaint Procedures for Accounting and Auditing Matters**, which are available on the Standard BioTools internal website or upon written request to [compliance@standardbio.com](mailto:compliance@standardbio.com).

## **PART C: CONDUCT PROVISIONS FOR PERSONNEL**

### **13. FAIR DEALING**

Standard BioTools seeks to excel while operating fairly and honestly, never through unethical or illegal business practices. You should endeavor to deal fairly with the Company's customers, suppliers, competitors, and other personnel. No Standard BioTools representative should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

### **14. CUSTOMER RELATIONSHIPS**

You must act in a manner that creates value for the Company's customers and helps to build a relationship based upon trust. Standard BioTools and its personnel have provided products and services for many years and have built up significant goodwill over that time. This goodwill is one of our most important assets, and you must act to preserve and enhance the Company's reputation.

### **15. SUPPLIER RELATIONSHIPS**

The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with us, suppliers must be confident that they will be treated lawfully and in an ethical manner. The Standard BioTools policy is to purchase supplies based on need, quality, service, price, and terms and conditions. It is also the Company's policy to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. A supplier to Standard BioTools is generally free to sell its products or services to any other party, including the Company's competitors. In some cases where the products or services have been designed, fabricated, or developed to the Company's specifications, the agreement between the parties may contain restrictions on sales.

Standard BioTools prohibits the violation of laws in countries where it does business. Standard BioTools expects procurement personnel and other individuals who transact business with its suppliers, vendors, or subcontractors to communicate to suppliers the Company's requirement to comply with all applicable laws.

Standard BioTools personnel who conduct business with suppliers, vendors and subcontractors shall ensure that all contracts with suppliers, vendors and subcontractors require compliance with applicable local and national laws, including those related to employment and wages, eradication of human trafficking and slavery, environmental and anti-corruption, wherever they are engaged in business. Violation of these requirements may lead to immediate termination of a supplier or vendor contract.

## **16. INSIDER TRADING**

Buying or selling stock, or telling others to buy or sell stock, on the basis of material, non-public information is called "insider trading" and is illegal. The purpose of the Standard BioTools **Insider Trading Policy** is to establish guidelines to ensure that all personnel comply with laws prohibiting insider trading. If you are in possession of material, non-public information concerning Standard BioTools, you are forbidden to trade the Company's securities (or advise others to trade) from the time you obtain such information until after adequate public disclosure of the information has been made. Personnel who knowingly trade Standard BioTools securities while in possession of material, non-public information or who tip information to others may be subject to appropriate disciplinary and/or enforcement action, which may include termination of employment or a consulting arrangement, consistent with applicable laws.

Standard BioTools personnel also may not trade in stocks of other companies about which they learn material, non-public information through the course of their employment or service with Standard BioTools.

Any questions as to whether certain information is material or has been adequately disclosed should be directed to the Company's General Counsel. Additional information regarding insider trading can be found in the **Standard BioTools Insider Trading Policy**, which is available on the Standard BioTools internal website or upon written request to [compliance@standardbio.com](mailto:compliance@standardbio.com).

## **17. EXPORT CONTROLS**

Standard BioTools requires compliance with laws and regulations governing export controls in both the United States and in the countries where Standard BioTools conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute an export

subject to control. Any questions about export control laws and regulations should be directed to the Company's General Counsel.

## **18. ANTITRUST AND COMPETITION LAWS**

Antitrust Competition laws are designed to create a level playing field in the marketplace and to promote fair competition. These laws generally prohibit (i) agreements with competitors regarding pricing, certain boycotts of customers or suppliers, limiting production or sales, or market, geographic, or customer allocation, (ii) certain agreements regarding tying or bunching, and (iii) attempts to create monopolies or otherwise creating barriers to entry in the market, including in some circumstances selling product below cost. You must not exchange non-public Standard BioTools information with competitors. These laws vary by country, and can be complex. Standard BioTools personnel whose roles may implicate them with antitrust laws are responsible for knowing the laws that apply to their Standard BioTools business activities. It is important for you to consult with the Company's General Counsel if you have any questions.

## **19. GIFTS AND ENTERTAINMENT**

Business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. A problem may arise if:

- The receipt by a Standard BioTools representative of a gift or entertainment would compromise, or could reasonably be viewed as compromising, that person's ability to make objective and fair business decisions on behalf of Standard BioTools; or
- The offering by a Standard BioTools representative of a gift or entertainment would appear to be an attempt to obtain business through improper means or to gain any special advantage in our business relationships, or could reasonably be viewed as such an attempt.

You must use good judgment and ensure there is no violation of these principles. Any questions about whether any gifts or proposed gifts are appropriate should be directed to the Company's General Counsel.

## **20. GOVERNMENT BUSINESS**

You should be aware and understand that special requirements apply when contracting with any governmental body (including national, state, provincial, municipal, or other similar governmental divisions in local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Some key requirements for doing business with government include:

- Accurately representing which Standard BioTools products are covered by government contracts;

- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract; and
- Hiring present and former government personnel may only occur in compliance with applicable laws and regulations (as well as consulting the Company's General Counsel).

When dealing with public officials, Standard BioTools personnel and business partners must avoid any activity that is or appears illegal or unethical. Promising, offering or giving of favors, gratuities or gifts, including meals, entertainment, transportation, and lodging, to government officials in the various branches of U.S. government, as well as state and local governments, is restricted by law. You are required to obtain pre-approval from the Company's General Counsel before providing anything of value to a U.S. government official or employee. The foregoing does not apply to lawful personal political contributions.

In addition, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act 2010, as well as applicable laws of other countries, prohibit giving anything of value, directly or indirectly, to any (i) officer or employee of a government or any department, agency, or instrumentality thereof, (ii) political party or official thereof, (iii) candidate for political office, or (iv) officer or employee of a public international organization (collectively, "**Official**") in order to obtain or retain business. Illegal payments to Officials are strictly prohibited. Additional information regarding the Foreign Corrupt Practices Act and similar anti-corruption laws can be found in the Standard BioTools **Foreign Corrupt Practices Act Compliance Policy**, which is available on the Standard BioTools internal website or upon written request to [compliance@standardbio.com](mailto:compliance@standardbio.com).

## **21. POLITICAL CONTRIBUTIONS**

It is the Company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. Standard BioTools funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Company's General Counsel and, if required, the Standard BioTools Board.

## **22. PROTECTION AND PROPER USE OF STANDARD BIOTOOLS ASSETS**

Theft, carelessness and waste have a direct impact on the Company's profitability. Employees, agents, contractors, and consultants should protect Standard BioTools assets and ensure their efficient use. All Standard BioTools assets should be used for legitimate business purposes.

Standard BioTools assets include intellectual property such as patents, trademarks, copyrights, business and marketing plans, engineering and manufacturing ideas, designs, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Standard BioTools policy.

### **23. USE OF COMPUTERS AND OTHER EQUIPMENT**

All computers and other devices provided by Standard BioTools to assist you in the performance of your duties and to promote our interests (“**Standard BioTools equipment**”) must be used responsibly and only for Standard BioTools business purposes. If you use Standard BioTools equipment at your home or off site, you must take precautions to protect it from theft or damage. Upon termination of your employment or contractual relationship, you must immediately return any and all Standard BioTools equipment to the Company. All Standard BioTools equipment, whether used entirely or partially on Company premises or with the aid of Company resources, is the sole and exclusive property of Standard BioTools and must remain fully accessible to Standard BioTools.

### **24. USE OF SOFTWARE**

All software used to conduct Standard BioTools business must be appropriately licensed. You should never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and Standard BioTools to potential civil and criminal liability. The Company’s Information Technology Department will inspect Standard BioTools computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed.

### **25. USE OF ELECTRONIC COMMUNICATIONS**

All personnel must use electronic communications devices in a legal, ethical, and appropriate manner. Electronic communications devices include computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, telephones or future types of electronic communications. You may not post or discuss confidential information concerning Standard BioTools products or business on the Internet. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. You are therefore encouraged to use sound judgment whenever using any feature of the Company’s communications systems.

### **26. CONFIDENTIALITY**

All personnel and business partners should maintain the confidentiality of information entrusted to them by Standard BioTools or its affiliates, customers, partners, distributors and suppliers, except when disclosure is specifically authorized by the Company’s General Counsel or required by law.

Confidential information includes all non-public information that might be of use to competitors, or harmful to Standard BioTools or its affiliates, customers, partners, distributors and suppliers if disclosed. Any questions about whether information is confidential should be directed to the Company’s General Counsel.

### **27. RECORDS ON LEGAL HOLD**

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as threatened or actual

litigation or government investigations. the Company's General Counsel determines and identifies what types of Standard BioTools records or documents are required to be placed under a legal hold and will notify you or your manager if a legal hold is placed on Standard BioTools records for which you are responsible. You must not destroy, alter or modify records or supporting documents that have been placed under a legal hold under any circumstances. A legal hold remains effective until it is officially released in writing by the Company's General Counsel. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while the General Counsel's office is contacted.

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## **ACKNOWLEDGEMENT OF CODE OF ETHICS AND CONDUCT**

I have received and read this Standard BioTools Inc. Code of Ethics and Conduct (the "**Code**"). I understand the standards and policies contained in the Code and I understand that there may be additional policies or laws specific to my position with Standard BioTools. Unless prohibited by applicable law, I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, any Standard BioTools policies or procedures, or the legal and regulatory requirements applicable to my position with Standard BioTools, I know that I can consult with the Company's General Counsel, knowing that my questions to these sources will be maintained in confidence, consistent with applicable law.

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Print Name

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Signature

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Date

**Please sign and return this form to the Human Resources Department.**