

STRATEGIC DIAGNOSTICS INC.

CODE OF ETHICS FOR EXECUTIVE OFFICERS AND SENIOR FINANCIAL EMPLOYEES

PURPOSE

Strategic Diagnostics Inc. (the “Company”) is committed to the highest standards of ethical business conduct. The Company provides this Code of Ethics (this “Code”) as a set of guidelines pursuant to which the Company’s executive officers and senior financial employees are to perform their duties.

SCOPE

Employees subject to this Code include each of the Company’s executive officers, the controller or principal accounting officer, and any person who performs a similar function. However, the Company expects all of its employees who participate in the preparation of any part of the Company’s financial statements to adhere to these guidelines.

POLICY

The items set forth below are presented as guidelines for the executive officers and senior financial employees.

The Company’s Board of Directors has designated Stephen Waechter, the Company’s Chairman of the Audit Committee, to be the compliance officer (the “Compliance Officer”) for the implementation and administration of this Code.

In order to adhere to this Code, a person must:

1. Act with honesty and integrity, avoiding violations of this Code, including actual or apparent conflicts of interest with the Company (or any subsidiary or other affiliate thereof) in personal and professional relationships.
2. Avoid conflicts of interest, whether actual or apparent, with the Company (or any subsidiary or other affiliate thereof), and disclose to the Compliance Officer any material transaction or relationship that could reasonably be expected to give rise to any actual or apparent conflict of interest.
3. Provide the Company’s other employees, consultants, and advisors with information that is accurate, complete, objective, relevant, timely and understandable.
4. Record or participate in the recording of entries in the Company’s books and records that are accurate to the best of his or her knowledge.
5. Endeavor to ensure full, fair, timely, accurate and understandable disclosure in the Company’s periodic reports and in other public communications made by the Company.
6. Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
7. Disclose to the Compliance Officer any facts or circumstances that reasonably could be expected to give rise to a violation of this Code.
8. Act in good faith, responsibly, and with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment to be subordinated.
9. Respect the confidentiality of information acquired in the course of his or her work except where he or she has Company approval to disclose such information or where disclosure is otherwise legally mandated. Confidential information acquired in the course of his or her work will not be used for personal advantage.
10. Share and maintain skills important and relevant to the Company’s needs.
11. Proactively promote ethical behavior among peers in his or her work environment.
12. Achieve responsible use of and control over all assets and resources employed by or entrusted to him or her.