

Code of Corporate Conduct and Ethics

Introduction

Strategic Diagnostics Inc. (the “Company”) is committed to maintaining the highest standard of ethical conduct in all of its activities. The Code of Corporate Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for directors, officers and employees of the Company. This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. This code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide. In appropriate circumstances, this Code should also be provided to and followed by the Company’s agents and representatives, including consultants.

The principles set out in the Code are general and cannot cover all situations that officers, directors or employees may encounter. Any employee who has any questions about this Code should first ask his or her supervisor for advice on appropriate conduct. The supervisor may then either advise the employee or direct the employee to the appropriate senior staff member.

Scope of Code

This Code is intended to establish guidance for all officers, directors and employees on a wide range of business practices and procedures that may be encountered in the course of employment with the Company. Adherence to a high standard of business ethics is expected from each officer, director and employee, which at a minimum requires:

- Compliance with all applicable federal, state and local laws, rules and regulations, including “insider trading” prohibitions, the U.S. Export Control Act, and laws pertaining to antitrust or anticompetitive practices;
- Ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in information transmitted to the Securities and Exchange Commission (the “SEC”) or in public communications made by the company;
- The prompt internal reporting of violations of the Code to the appropriate person identified in this Code;
- Accountability for Adherence to this Code; and

Compliance with Laws, Rules and Regulations

The company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it conducts business. Although directors, officers and employees are not expected to know all of the details of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors, managers, senior staff or other appropriate Company personnel.

Conflicts of Interest

Employees, directors and officers must act in the best interest of the company. Service to the Company should never be subordinated to personal gain or advantage. A “conflict of interest” exists when an individual’s private interests interfere or conflict in any way, or even appear to interfere or conflict, with the interest of the Company. A conflict of interest situation can arise when a director, officer, or employee takes actions or has interests that may make it difficult to perform his or her work on behalf of the Company in an objective and effective manner. Those conflicts may include the following:

- Significant ownership in any supplier or customer,
- Any consulting or employment relationship with any customer, supplier, or competitor;
- Any outside business activity that detracts from an individual’s ability to devote appropriate time and attention to his or her responsibilities to the Company;
- Receipt of non-nominal gifts or excessive entertainment from an organization with which the Company has current or prospective business dealings;
- Being in the position of supervising , reviewing or having influence on the job evaluation, pay or benefit of any family member; and
- Buying from or selling anything to the Company, except on the same terms and conditions (as appropriately documented) as a third party, arm’s length transaction;
- Have, or permit any close relative to have, a financial interest in a supplier or customer of the company;
- Engage in any other activity or have any other interest that the Company’s Board of Directors determines to constitute a conflict of interest.

It is your responsibility to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to your direct supervisor.

Insider Trading

Employees, officers and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. Using inside information (inside information means information of a confidential and material nature) when buying or selling stock, or providing a family member, friend, or any other person with a “tip” based on such information, is both illegal and unethical. Please refer to our Insider Trading Policy for more information.

The Chief Financial Officer (CFO) will make efforts to inform any employee of their constraint on trade based on material inside information, however it is the employee’s responsibility to ensure they have the legal right to trade in company stock before taking action.

If you are uncertain about the constraints on your purchase or sale of any Company securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Company’s (CFO) before making any such purchase or sale.

Fair Dealing

Employees, officers and directors are expected to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors, and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Protection and Proper Use of Company Assets

Employees, officers and directors should seek to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the company's profitability. Any suspected incident of fraud or theft should be immediately reported to a Senior Staff member, for investigation. Company assets should be used for legitimate business purposes and should not be used for non-Company business.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property, such as trade secrets, patents, patent filings, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy. It could also be illegal and result in civil or even criminal penalties.

Confidentiality

Employees, directors and officers must maintain the confidentiality of confidential and proprietary information entrusted to them by the company or its customers, suppliers, partners, collaborators or others with whom the Company is considering a business transaction except when the disclosure is authorized by an executive officer or required by laws or regulations. Confidential and proprietary information includes all non-public information that might be useful or helpful to competitors or harmful to the Company or its customers and suppliers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential and proprietary information continues even after employment with the Company ends.

Employees, directors and officers must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

Accurate Maintenance of Books and Records

The Company is required by federal, state and local laws to retain certain business records and to adhere to certain guidelines in managing those records. The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. Records should be maintained to comply with applicable statutory, regulatory or contractual requirements, as well as prudent business practices.

All company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The

financial statements of the Company shall conform to generally accepted accounting principles (GAAP) rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other property shall be made without adequate supporting documentation.

The company will provide full, fair, accurate, timely, and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

Our Work Environment

The Company is committed to creating a winning environment that is diverse and free from discrimination and harassment. Accordingly, we are committed to providing equal opportunity in employment to all employees and applicants for employment. This means we will recruit, hire, promote, compensate and provide other conditions of employment without regard to a person's race, color, religion, gender, age, national origin, sexual orientation, veteran status, disability or any other status covered by employment laws. We will make a good faith effort to provide reasonable accommodations to people with disabilities.

We will not tolerate discriminatory conduct or harassment of any nature, including that of a sexual, racial, or religious nature. Comments and actions that encourage or create a hostile work environment will be dealt with immediately and could lead to termination on the employee(s) creating the situation. Employees who have questions or concerns regarding our work environment should immediately notify their supervisor/manager to report the situation and may at any time contact the Human Resources Department.

Waivers of this Code of Corporate Conduct and Ethics

Some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the approval of the CFO must be obtained.

Any waiver of this code for executive officers or directors or any change to this code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or SEC and NASDAQ regulations.

Reporting and Compliance Procedures

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this code. Any employee, officer and director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor, the CFO or any member of the Board of Directors (Contact information for Board members are listed on the last page of the policy). You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct,

unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the CFO.

If the CFO receives information regarding an alleged violation of this Code, the appropriate Company officials shall, as appropriate:

- Evaluate such information;
- If the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation;
- Determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and;
- Report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Company's Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors.

Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of the Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employees who have violated this Code. In the event that the alleged violation involves an executive officer or director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of the Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, will also be subject to disciplinary action, up to and including discharge.

Dissemination and Amendment

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company, and each employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be obtained from the Company's Human Resource Department.

This document is not an employment contract between the Company and any of its employees, officers or directors.

Annual Certification

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the Code of Corporate Conduct and Ethics of Strategic Diagnostics, Inc.
2. I understand the Code of Corporate Conduct and Ethics.
3. I have complied and will continue to comply with the terms of the Code of Corporate and Ethics.

Date: _____ (Signature)

EACH EMPLOYEE, OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE COMPANY'S HUMAN RESOURCES DEPARTMENT WITHIN 10 DAYS OF ISSUANCE.

Contact information for SDI's Board of Directors

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