

January 2016

# Code of Conduct



Hologic is a leading global healthcare company with a unique responsibility to operate with the highest level of integrity because we directly impact the lives of millions of people every day. Our patients - mostly women who are mothers, daughters, and heads of households - and the healthcare providers who use our products count on us to deliver on our commitments.

We live in a world where many people are increasingly distrustful of companies or large institutions, largely because of the breakdown of core values. From Enron and Worldcom a few years ago, to Volkswagen very recently, it is easy to understand why people are losing confidence in those they once trusted.

At the same time, competing in the global economy is getting tougher, especially in healthcare. Regulatory bodies around the world are becoming more active every day, and yet as an organization we harbor the desire for continued growth.

Faced with these seemingly conflicting forces, some may choose to relax their standards in the pursuit of commercial growth. WE WILL NOT...EVER.

Our patients and providers count on us. I have always firmly believed that winning the right way is the ONLY way for us to properly prevail as respected leaders over time. Even if others around us may sometimes appear to be operating to a different standard, we MUST always rise to BE OUR BEST..

Compliance with the Code is mandatory and it is important that as you read the Code you think about how these requirements will impact you in your daily work. Although the Code addresses many topics, no Code of Conduct can address every possible situation. We count on you to adhere to principles articulated in this Code, use good judgment and seek assistance when in doubt. You must speak up if you have questions about how the Code applies to a particular situation or if you believe that the Code is not being followed.

Our commitment to this Code is an essential element in our success as a growing Company and our goal of delivering outstanding products to our customers and patients across the world.

Sincerely,

Steve MacMillan

Chairman, President and Chief Executive Officer

## Table of Contents

General Principles .....	4
Compliance.....	5
Work Environment .....	6
Business Practices.....	8
The Global Community .....	12
Protection and Use of Company Assets .....	14
Finance and Accounting.....	16
Waivers of the Code of Conduct .....	16
Additional Resources.....	17
Code of Ethics for Senior Financial Officers .....	18
Complaint Procedures for Accounting and Auditing Matters.....	19

# General Principles

This Code of Conduct outlines Hologic’s commitments to integrity and ethical conduct. It is a resource for all of us to identify the principles and values that Hologic is founded upon and to understand what is expected of each of us as representatives of the Company. We must all read and understand this Code of Conduct, as well as our policies and procedures, and strive to uphold the principles of integrity and ethics set forth in these written standards. Some of the basic values which form the underpinnings of our Code include:

## Honesty

being truthful and upfront with co-workers, customers, communities, suppliers, distributors and shareholders;

## Integrity

delivering what Hologic promises and standing up for what is right;

## Respect

treating each other with fairness and dignity and appreciating the unique abilities and strengths of each individual as well as the advantages of diversity;

## Trust

building team spirit and confidence by communicating openly and honestly;

## Responsibility

taking the initiative to speak up and report concerns regarding ethical conduct and seeking reliable guidance in cases of doubt; and

## Citizenship

obeying the laws of all of the jurisdictions where the Company does business.

# Compliance

Compliance with this Code of Conduct (the “Code”) is required of everyone who acts on behalf of Hologic, including our directors, officers, employees and agents worldwide. Whenever this Code uses the term employee, it shall be understood to also include officers, directors and agents worldwide. Adherence to the Code is critical as it helps ensure that the Company is acting in compliance with the law and at all times maintaining the Company’s ethical standards. Anyone who violates our Code or other corporate policies will be acting outside the scope of his or her employment and will be subject to Disciplinary Action. “Disciplinary Action” for purposes of this Code shall mean a disciplinary response as determined by the Company and can include termination of employment and, where appropriate, civil liability and criminal prosecution. Nothing in this Code, any Company policies or procedures, or other related communications (verbal or written), creates or implies a contract of employment for a definite or indefinite term. Adherence to the Code and the policies incorporated by reference herein is a condition of your continued employment with the Company. The Company’s General Counsel has been designated by the Board of Directors to oversee compliance with the Code.

Hologic is committed to creating an environment where employees are comfortable raising their concerns about violations or potential violations of the Code and has created various mechanisms for employees to communicate these concerns. If you are in a situation that you believe may violate the Code or lead to a violation of the Code or have any questions or concerns related to the Code, please raise this to your manager, Human Resources or the General Counsel. You may also report these issues by calling the Hologic Compliance Hotline or by visiting the Hologic Compliance Website and will have the option of remaining anonymous to the extent allowed by local laws.

Whichever mechanism you choose, it is important that when you see a potential violation of the Code, you promptly raise it so it may be addressed quickly. When in doubt, the Company wants you to err on the side of reporting and will not tolerate retaliation against anyone for such reporting. It is the responsibility of all employees to help ensure adherence to the Code by voicing their concerns.

# Work Environment

Hologic is committed to creating an inclusive and diverse work environment that promotes equal opportunity, dignity and respect. The Company recognizes that diversity of background, experiences and perspectives helps foster innovative thinking. The Company is also committed to maintaining a safe and secure environment where employees are comfortable communicating concerns regarding possible violations of the Code.

## **A. Anti-Discrimination/ Anti-Harassment**

Hologic is an Equal Opportunity Employer. All employees and applicants are afforded equal opportunity without regard to race, color, national origin, gender, age, disability, veteran status or any other characteristic protected by applicable law. This policy applies to all phases of the employment relationship, including hiring practices, promotion decisions, selection for training programs, compensation administration and participation in benefit programs.

The Company is committed to creating a work environment that is free of verbal or physical harassment. Harassment of a sexual nature or harassment on the basis of race, color, national origin, gender, age, disability, veteran status or any other characteristic protected by applicable law will not be tolerated by the Company.

All employees must be treated with dignity and respect. Employees are expected to conduct themselves in a manner appropriate for the workplace and exercise the normal standards for courtesy and consideration when dealing with colleagues as well as any other individuals who may have dealings with the Company.

It is important that all employees make themselves familiar with the policies of their facility as they relate to employment matters, including, but not limited to, Company policies on anti-discrimination and anti-harassment. Employees are encouraged and have a responsibility to report potential violations of such policies and all reports will be thoroughly investigated in accordance with applicable procedures.

## **B. Substance Abuse**

All Hologic employees worldwide must abide by applicable laws and regulations concerning the possession or use of alcohol and drugs. Hologic policy prohibits the illegal use, sale, purchase, transfer, possession or presence in one's system of drugs, drug paraphernalia or controlled substances. It also prohibits the abuse or misuse of legal drugs or alcohol while on Hologic premises, engaging in Hologic business or during working hours. Unlawful activities involving illegal drugs or drug paraphernalia, controlled substances or alcohol, even if such activities are committed during non-working business hours, will be deemed a violation of this Code.

## **C. Safety and Security**

Hologic is committed to providing a safe and secure workplace. To fulfill this commitment, to the extent permitted under applicable law, Hologic may conduct a full background investigation on each prospective employee prior to and/or after actual employment and may require drug screening as a condition of employment. Employees and visitors must not carry firearms or other deadly weapons while on Company premises or while engaged in Company business. The discovery of any firearm or deadly weapon must be reported immediately. To the extent permitted by applicable law, employees and other persons on Company premises may be subject to inspection of their personal property (including, without limitation: lockers, baggage, desks, parcels, computers, disks and/or flash drives and automobiles). Any employee who refuses an inspection request by authorized Hologic personnel shall be in violation of the Code. Injury or threats of injury to Hologic employees, as well as theft, fraud, data security violations, property damage or threats of property damage must be reported immediately.

Hologic is also committed to providing safe and healthy working conditions for its employees, contractors and visitors. The Company conducts its worldwide operations and activities in a manner that protects human health and quality of life including adherence to all applicable rules as it relates to labor standards and safe working conditions. These concerns extend to our selection of business partners, suppliers and other vendors. Hologic is committed to working only with businesses that share its interest in protecting the health and wellbeing of the global workforce. This includes selecting business partners who prohibit child labor, slavery and human trafficking, and who otherwise comply with applicable law.

## **D. Retaliation**

Hologic will not tolerate retaliation against any person who in good faith submits a concern or complaint regarding compliance with the Code. We likewise will not tolerate retaliation against any person who participates in any investigation conducted pursuant to Company procedures or procedures available under any law. You will not be disciplined, lose your job, or be retaliated against in any other way for asking questions or voicing concerns about our legal or ethical obligations, as long as you are acting in good faith. "Good faith" does not mean that you have to be right – but it does mean that you reasonably believe that you are providing truthful information. Supervisors and members of management must report violations of the Code involving employees and foster an environment whereby employees are comfortable reporting potential Code violations.

# Business Practices

## A. Healthcare Laws and Regulatory Requirements

As a developer, manufacturer and supplier of diagnostics and medical devices, Hologic is subject to laws and regulations designed to protect patients and consumers, improve the quality of healthcare services and help eliminate fraud and improper influence on medical judgment. The Company's products are closely regulated by government agencies, health ministries and regulatory authorities worldwide.

Similarly, various laws place restrictions on the manner in which the Company interacts with health care providers or any individual who is in position to influence decisions made with respect to goods and services paid for by government health care programs. These rules are often times complex and counterintuitive. Employees must review any detailed corporate policies related to these requirements and should consult the Company's Legal, Regulatory, Quality or Clinical Departments as appropriate whenever questions may arise.

These laws, referred to as **anti-bribery** and **anti-corruption laws**, are **stringent** and **far reaching**.

### 1. Prohibition on Bribery and Corrupt Payments

Hologic prohibits any and all forms of bribery or corrupt payments, regardless of whether they involve government officials or those in the private sector. Bribery, which is defined as the offering of anything of value to an individual for purposes of inappropriately influencing a business decision or gaining an unfair business advantage, is banned by laws around the world.

These laws, referred to as anti-bribery and anti-corruption laws, are stringent and far reaching. They prohibit companies from offering or giving anything of value, directly or indirectly, to a government official or business representative for purposes of securing an improper advantage or obtaining or retaining business. Anti-bribery and anti-corruption laws also require that companies maintain proper financial records and employ internal accounting controls to ensure that improper payments are not concealed with falsified records.

Employees must also be aware that anti-bribery and anti-corruption laws are not limited to the actions of Hologic employees – they also apply to the actions of third parties acting on our behalf. When selecting third parties, we must exercise caution and perform proper due diligence to ensure that we engage only those third parties who are committed to our high ethical standards.

Additionally, when dealing with healthcare professionals, it is important to remember that, in many situations, they can qualify as government officials. Around the world, healthcare professionals work in government-operated medical settings and serve as researchers or teachers in government funded educational institutes. As such, these healthcare professionals are considered government officials under anti-bribery and anti-corruption laws.

### 2. The Foreign Corrupt Practices Act

It is a federal offense under the U.S. Foreign Corrupt Practices Act ("FCPA") to offer, pay, promise, or authorize the payment of anything of value to any foreign government official, political party or candidate for political office, for the purpose of influencing an act or decision to obtain, retain or direct business, or securing any improper advantage. "Anything of value" includes money, debt forgiveness, gifts, entertainment and other goods or services of value. The FCPA applies to U.S. individuals, companies and businesses, including their international subsidiaries. Therefore, all Hologic employees worldwide must comply with the terms of the FCPA. Be sure to consult Hologic's more detailed policies related to the FCPA to ensure that the Company's activities are always in compliance with applicable law.

### 3. Interactions with Healthcare Professionals

Hologic recognizes that Health Care Professionals are critical partners in our ability to fulfill the Company's mission. In order for Hologic to understand the needs of the healthcare community and provide the highest quality products, we must regularly work and interact with healthcare professionals. Strict regulations govern our interactions with healthcare professionals, which include physicians, nurses, hospital or medical office administrators; and each one of us needs to be aware of the potential compliance risks inherent in these interactions.

While the relevant laws and regulations that govern interactions with healthcare professionals vary by country, we must ensure that any interaction we have with a healthcare professional serves an appropriate and ethical business purpose, does not interfere with the healthcare professional's independent medical judgment and does not violate local law, regulation or Company policy or procedure.

Interactions with government-employed healthcare professionals or those reimbursed through government healthcare programs can pose additional compliance risks. The laws and regulations governing interactions with healthcare professionals strictly dictate what constitutes an acceptable interaction, and the rules surrounding payments and business courtesies provided to healthcare professionals are stringent.

Given the risks inherent in our interactions with healthcare professionals, we must ensure that any interaction we have with a healthcare professional is ethical and in compliance with Hologic policies and procedures.

### 4. Healthcare Practitioner Reporting Laws

The Company respects the interest of providing transparency in its relationships with healthcare practitioners. We are required under the laws of some jurisdictions to publicly disclose certain payments

and transfers of value to physicians and other healthcare entities. In order to help ensure compliance with applicable disclosure laws it is important that all expense reports and similar documents are accurate, complete and timely filed in accordance with Company procedures.

## B. Conflicts of Interest

As a Hologic employee, you make business decisions every day. It is important that each decision, and every related action, be based on the needs of the Company and that you refrain from placing yourself in any situation that could produce a conflict between your self-interest and the interests of the Company. A conflict of interest exists when there is a conflict between an individual's obligation to Hologic and his or her personal interest. You should avoid any relationship that could impair or unduly influence your ability to work objectively and effectively. It may also be considered a conflict of interest if you use your position in the Company to generate improper benefits for yourself or a family member. Loans or other promises to employees and their family members may also create a conflict of interest. In addition, if a business opportunity should belong to the Company, taking it for your personal gain is similar to misappropriating a corporate asset.



Any activity that involves a potential or apparent conflict of interest must be reviewed and approved by management before the activity is undertaken by the employee. Some examples of potential conflicts of interests include, but are not limited to, the following:

- i) Having a direct or indirect interest in, or serving as a director, officer, employee, consultant, agent or franchisee of, any competitor of Hologic;
- ii) Having a direct or indirect interest in, or serving as a director, officer, employee, consultant, agent or franchisee of, any entity with which Hologic does or is seeking to do business with, if you have direct responsibility for the Company's decision whether or not to do business with such entity; and
- iii) Accepting gifts, favors or payment of any kind (for yourself or a family member) from present or prospective competitors, customers or suppliers of the Company that go beyond the common courtesies usually associated with ethical business practices and good judgment.

A modest investment in a publicly-held company that is a competitor, supplier or customer, or a small indirect ownership via an investment fund or trust in such a company would normally not represent a conflict of interest, provided it would not affect your efforts on behalf of Hologic.

However, a conflict of interest may arise if you or your immediate family member has a significant ownership interest in a company that does or seeks to do business with, or is in competition with, Hologic. You have the responsibility to disclose to the Legal Department any contemplated or existing activity, interest or relationship that could be perceived as impairing your objectivity, judgment or effectiveness relating to the Company. Take the initiative to disclose whenever you have a potential or apparent conflict in order to protect your own interests as well as those of the Company.

If management determines that there is an existing or potential conflict, resolution of such conflict may require you:

- i) to refrain from the contemplated activity, interest or relationship;
- ii) to terminate or sufficiently modify the existing activity, interest or relationship within a reasonable period of time;
- iii) to be transferred to another position or shift; or
- iv) to be discharged from employment with the Company.

Waivers of conflicts of interests for executive officers or directors must be pre-approved in accordance with the Code. Notwithstanding anything to the contrary in this Code, the Company recognizes that persons serving as non-employee directors of the Company may serve other companies in various capacities.

It is therefore understood that the Board of Directors may implement one or more separate conflict of interest policies or procedures applicable to non-employee members of the Board of Directors, which shall supersede the conflict of interest policies and procedures set forth herein for such directors.

### C. Fair Dealing

The Company competes vigorously, but fairly. Do not misrepresent or exaggerate our products, services or capabilities, even if fair and honest representation means potentially losing a sale. If silence about a fact could mislead a customer, disclose the information. As a medical products manufacturer, Hologic has the added responsibility of ensuring that representations regarding our products are consistent with the approved label. Communicate clearly and accurately so that customers understand the features and benefits, but also limitations, of our products. Customers and patients as well as our business partners and suppliers worldwide rely on our honest and accurate communication.

## D. Gifts, Hospitality and Entertainment

### 1. Non-Government

In certain countries, exchanging courtesies such as modest gifts, hospitality and entertainment is an integral part of conducting business. However, the provision of gifts, hospitality or entertainment may be prohibited or heavily restricted by applicable laws. Even if permitted, the provision of gifts, meals and entertainment may not be conditioned expressly or implicitly on any agreement by a customer to purchase or prescribe, or to recommend the purchasing or prescribing of, Hologic products. They also may not be used to reward a customer for purchasing or prescribing Hologic products. Likewise, employees may not accept gifts, hospitality or entertainment from current or potential customers or suppliers other than those of nominal value which are not intended to improperly influence the employee receiving the gift, hospitality or entertainment. Employees should also avoid gifts, hospitality or entertainment that could have the appearance of creating an improper influence.

Consult the policies of your local office to help determine when gifts must be refused or at least disclosed to management.

### 2. Government

Gifts, hospitality and entertainment for government officials and employees is an especially sensitive area. To the extent that you interact with government officials from any country in connection with contracts, concessions, licenses or other arrangements, it is extremely important to avoid even the appearance of impropriety and consult with corporate policies on interactions with government officials. Failure in this regard can result in the loss of business, as well as damaging publicity for Hologic and our employees. Many jurisdictions in which the Company does business have laws prohibiting government employees from accepting gifts, hospitality or entertainment in any form from any contractor or vendor doing business or seeking to do business with the government.

Most government agencies have developed detailed guidelines that outline when their employees may accept meals, gifts and similar items. If you deal with public officials on a regular basis, obtain a copy of these guidelines, if any, so you may follow them and speak to the Legal Department about any questions. In addition, you should be sensitive to requests or comments by government officials which may appear perfectly proper, but could be susceptible to a different interpretation by other government officials or the media.

Most government agencies have developed detailed guidelines that outline when their employees may accept meals, gifts and similar items.

# The Global Community

At Hologic, we follow all laws and regulations in the countries and communities where we conduct business. There are no exceptions. Laws, local customs and social standards may differ widely depending on the jurisdiction. It is Company policy to abide by the national and local laws of the countries in which we operate, unless prohibited by U.S. law. When local customs and business or social practices vary from the standards contained in the Code, it is permissible to conform to local customs and practices when necessary for the proper conduct of Hologic business, provided that it does not violate U.S. law and is approved in advance by the Legal Department.

## A. Antitrust and Competition Laws

Antitrust laws are generally designed to foster and preserve fair and honest competition within the free enterprise system. To accomplish this goal, the language of these laws is deliberately broad, prohibiting such activities as “unfair methods of competition” and agreements “in restraint of trade.” Such language gives enforcement agencies the right to examine many different business activities in order to judge their effect on competition. Hologic requires all employees to comply with all applicable antitrust laws. The failure to do so can result in severe penalties for both the individuals involved and the Company.

There are two areas in which antitrust or competition violations most frequently occur – relations with competitors and relations with customers and suppliers.

### 1. Relations with Competitors

In the U.S. and in many countries worldwide, it is illegal to have an understanding with a competitor, expressed or implied, written or oral, that improperly restricts competition or interferes with the ability of the free market system to function properly. A formal agreement with a competitor is not needed to prove a violation of the antitrust laws. A general discussion followed by common action often is enough to show that an agreement exists. Communications with competitors should be avoided unless they involve a legitimate business venture or permitted trade association activity. You must not engage in any communication with a competitor that could result, or even appear to result, in price-fixing, allocation of customers or markets, boycotts or production limits. The antitrust laws do recognize the need of companies to be aware of market conditions and therefore discussion regarding market conditions with customers, suppliers, brokers and similar entities is permitted as long as they are not also competitors.

## 2. Relations with Customers and Suppliers

Generally speaking, a company has an unrestricted right to choose its customers and suppliers. However, a company may not improperly restrict a customer’s (including a distributor’s) freedom to establish its own prices or terms of resale. With respect to suppliers, we must avoid any agreement that sets a minimum price of resale by Hologic. You should also avoid discussions with customers regarding price or supply terms that Hologic has extended to other customers. Tie-in sales and reciprocal deals are other sensitive areas. Tie-in sales occur when a customer must purchase one product or service in order to gain access to another product or service. Reciprocal sales can be described as “you buy from me because I buy from you.” Be sure to consult with the Legal Department when dealing with these types of programs or any program that you have reason to believe could have an anti-competitive effect.

## B. Global Environmental Health and Safety

The Company acknowledges the importance of environmental, health and safety laws as well as humanitarian concerns that may be impacted by its operations. The Company is committed to operating its facilities and producing its products in a manner that respects these concerns and ensures compliance with all applicable laws in these areas.

Employees are expected to be aware of and abide by local laws aimed at protecting the environment, preserving natural resources and minimizing waste. Similarly, the Company is committed to understanding the composition of parts and source of components so it can make educated decisions about the selection of its components and suppliers. This information may also be subject to public disclosure as required by applicable law.

The Company is also committed to preserving the health and dignity of individuals with whom we interact, including, but not limited to, conducting our clinical trials in compliance with the highest ethical, scientific and clinical standards.

## C. Trade Compliance

Many jurisdictions have laws restricting sales, transfers, imports and/or exports of products and technical data between countries. These laws also restrict or prohibit financial and business dealings with individuals and entities located in certain sanctioned countries. Before making arrangements to ship products, data or other items, it is important that you confirm that such shipment is in compliance with applicable export and import laws and any necessary permits and approvals have been obtained. Similarly, employees proposing to do business in sanctioned countries must check to ensure the appropriate approvals or other documentation is in place before engaging in any such business activity. Finally, anti-boycott laws prohibit activities that may be viewed as furthering unsanctioned boycotts. They may also give rise to certain reporting requirements.

The laws in the area of trade compliance are complex and rapidly changing. Therefore, it is important that you follow policies and procedures of your local facility as it relates to these areas as well as check with the Legal Department if ever in doubt as to the requirements.

# Protection and Use of Company Assets

Hologic's assets, including information, materials, supplies, intellectual property, software, hardware and facilities, among other things, are valuable resources that are owned, licensed or otherwise belong to the Company. All employees must safeguard Company assets and use these assets only for legitimate business purposes. The personal use of Company assets without permission is prohibited and will be deemed a violation of the Code.

## A. Securities Trading and Non-Public Information

In the normal course of business, employees may have access to information that would affect the value of the stock, options or other securities of Hologic or another company. Until this information is publicly disclosed, it is considered material non-public information and must be kept confidential. Acting on this information for personal gain or disclosing it to anyone else before it has been released to the public violates U.S. law and Hologic policy.

Information is material if it would influence a reasonable person's decision to buy, sell or hold a company's stock, options or other securities. Trading while in possession of material non-public information creates an unfair advantage over investors who do not have access to this information. U.S. securities laws are designed to protect the investing public by prohibiting anyone with access to material non-public information from exploiting this advantage.

Although the nature of their duties means that some employees have greater access to non-public information than others, the rules apply to anyone who has direct or indirect access to material non-public information. This includes everyone from officers and directors to administrative assistants who may assist with confidential memoranda or technical personnel who may work on new projects.

The following guidelines are intended to help you comply with the rules regarding non-public information. Be sure to consult the Company's more detailed policies for further information about this topic.

- i) Material non-public information should be shared only with Hologic employees whose jobs require them to have the information.
- ii) Do not disclose sensitive or non-public information to anyone outside of Hologic. Hologic has standard procedures for the release of information to the public.
- iii) You should not buy or sell stock, or other securities of Hologic or another company, or direct someone else to buy or sell these securities for you, when you possess material information that has not been made public. You may trade only after the information has been released publicly and the public has had time to react to it.
- iv) You should not trade in another company's stock, options or other securities if you believe Hologic's plans or activities will affect its value.

## B. Protection of Proprietary Information

The security of Hologic's information and business data is critical to its success. Employees must safeguard confidential information against improper disclosure both inside and outside of the Company. Hologic's confidential information includes information such as customer lists, strategic plans, research data and any other non-public business information. Similarly, trade secrets and other intellectual property often result from a significant investment of Company resources. This intellectual property is an important asset that helps the Company distinguish itself in an increasingly competitive business environment. Therefore, employees must take measures to protect the Company's intellectual property and to avoid infringing on the intellectual property rights of others.

Your obligation to protect confidential information and intellectual property is in effect while you are employed with the Company as well as after your employment ends. In addition, if you received confidential information or trade secrets from a previous employer, you have an obligation to avoid disclosing such information to Hologic. By using or revealing such information, you place the Company and yourself at legal risk. You do have a right to apply the general skills and knowledge that you acquired from previous employment to your current job and to take general skills and knowledge with you should your employment with Hologic end.

We must take great care in handling information that has been entrusted to us by our customers, suppliers and fellow employees. Hologic employees should not disclose any proprietary information of customers, suppliers or colleagues unless the release or disclosure is properly authorized. This includes compliance with patient privacy laws, electronic interchange laws and similar laws and regulations aimed at protecting the privacy and integrity of personal or sensitive information. If you have doubts about whether you can use or release information, contact your supervisor or the Legal Department.

Finally, it is a legitimate business goal for Hologic to be the leading competitor in the marketplace. However, all information pertinent to Hologic's competitors must be lawfully obtained. Hologic and its employees will not seek or accept any confidential or competitive information through misrepresentation, coercion, or illegal or improper means.

## C. Electronic Communication Policy

It is important that employees use all electronic communications technologies responsibly, professionally, ethically and lawfully.

All company-provided electronic communication technologies such as voice mail, electronic mail and internet access as well as electronic storage media and other similar systems, are the property of Hologic and are provided to employees for business purposes and job-related communications only. The transmission, creation, retrieval or storage of derogatory, offensive or other inappropriate material via Hologic electronic communications technologies,

including the internet and electronic mail, is strictly prohibited. The use of Company electronic communications technologies to make solicitations outside the scope of your employment and/or Company business or to divulge confidential information is also prohibited.

All communications made via Company property are considered records and property of the Company. To the extent permitted under the law, the Company reserves the right to monitor the contents of messages sent or received over its systems, including internet points of contact. Use care when communicating via public forums such as social media. Be sure to consult the Company's more specific guidance documents on this topic to ensure that your communications via social media platforms are consistent with Company policy.

## D. Government Investigations and Information Requests

The Company is committed to cooperating with all government investigations, inspections and information requests as well as other legitimate information requests. The Legal Department must be notified of all non-routine government information requests or site visit requests so they may help ensure the Company provides an appropriate response in compliance with law. If you are contacted by a governmental authority from any country with such a request, you must immediately notify the Legal Department. If you otherwise receive an information request from a third party that potentially seeks Company confidential information, check with your manager or the Legal Department for guidance.



# Finance and Accounting

Because we are a public company, it is imperative that our communications to the public provide full, fair, accurate, timely and understandable disclosure.

## A. Accuracy of Company Records

The Company is committed to ensuring that all of its corporate records are accurate, complete and timely. Hologic business transactions worldwide must be properly authorized as well as completely and accurately recorded on the Company's books and records in accordance with generally accepted accounting principles and established Hologic financial policy. All employees are expected to ensure that budget proposals and economic evaluations fairly represent all information relevant to the decision being made or actions being recommended. No false, artificial or misleading entries in the Company's books and records shall be made for any reason, and no employee shall engage in any activity that results in such prohibited acts. All employees are expected to ensure that Company records are handled, maintained and destroyed in accordance with the Company's financial policies and applicable law.

## B. Authorization Systems

Hologic has established a financial approval system that defines the authority of employees to make financial commitments on behalf of the Company. The Chief Financial Officer maintains and monitors compliance with this system. You are required to understand your financial approval authority and to ensure that you do not exceed your authority.

## C. Code of Ethics Relating to Financial Matters

The accuracy and integrity of the Company's financial matters is essential to the proper functioning and success of the Company. With that interest in mind, individuals with oversight and influence over the Company's finances must comply with the Company's Code of Ethics for Senior Financial Officers in addition to all other provisions of this Code (see Appendix A). While you may not be a "Senior Financial Officer" as defined by the Code, all employees worldwide are expected to adhere to the principles identified in the Company's Code of Ethics for Senior Financial Officers to the extent applicable. In particular, providing false or misleading information regarding the Company to anyone, including the Company's authorized accounting firm, will not be tolerated and may give rise to Disciplinary Action and/or criminal penalties. The Company will investigate accounting and auditing related concerns according to its detailed procedures for these matters (see Appendix B).

# Waivers of the Code of Conduct

Any waiver of this Code for executive officers or directors may be made only by the Board or, if permitted by applicable rules, a Board committee, and will be promptly disclosed as required by law or applicable stock exchange or stock market rules.

# Additional Resources

The Hologic Code of Conduct contains a summary of many policies and laws. It does not cover all situations.

In addition to being familiar with the Code, you should also refer to other policies of the Company in effect from time to time for a full picture of your responsibilities as a Hologic employee. These policies may be found on the Company's intranet site. In the event of a conflict between this Code and a more detailed Hologic policy, the terms of the detailed policy will govern. Any questions of applicability or interpretation should be addressed to your manager or Legal Department representative.

## How to Report Violations

It is each employee's personal responsibility to report violations or suspected violations of the Code. You may report violations of the Code directly to the Legal Department or bring it to the attention of your supervisor or Human Resources. In addition, you may report violations of the Code through the Hologic Compliance Hotline or Hologic Compliance Website.

## How to use the Compliance Hotline and Website

First dial the applicable country's access number to connect with the network, then dial the hotline number to connect toll-free with Hologic's service provider, Global Compliance. Please note all access numbers listed below are subject to change due to the dynamic nature of the telecommunications market in many countries. Callers should consult <http://www.business.att.com/bt/access.jsp> for up-to-date access number information for their countries. You may also submit an inquiry through Hologic's Compliance Website which may be accessed through the URLs listed below.

Country	Direct Access Number	Hotline Number
Australia - Optus	1-800-551-155	888-320-6579
Australia - Telstra	1-800-881-011	888-320-6579
Belgium	Not Applicable	0800-7-9117
Canada	Not Applicable	888-320-6579
China - North	108-888	888-320-6579
China - South	108-11	888-320-6579
Costa Rica	0-800-011-4114	888-320-6579
France	0800-99-0011 or 0805-701-288	888-320-7497
Germany	Not Applicable	0800-180-4045
Hong Kong - Hong Kong Telephone	800-96-1111	888-320-6579
Hong Kong - New World Telephone	800-93-2266	888-320-6579
Italy	800-172-444	888-320-7497
Japan - KDDI	00 539-111	888-320-6579
Japan - NTT	0034-811-001	888-320-6579

Country	Direct Access Number	Hotline Number
Netherlands	0800-022-9111	888-320-7497
New Zealand	000-911	888-320-6579
Portugal	800-800-128	888-320-7364
Spain	900-99-00-11	888-320-7364
Sweden	020-799-111	888-320-7497
Switzerland	0-800-890011	888-320-7497
United Kingdom	Not Applicable	0808-234-9505
United States	Not Applicable	888-320-6579

### Compliance Website:

All countries outside of Europe, including the United States:

<https://hologic.alertline.com>

Europe:

<https://hologic.eu.alertline.com>

Spain/Portugal:

<https://hologicspainportugal.alertline.com>

## Appendix A

# Code of Ethics for Senior Financial Officers

The honesty, integrity and sound judgment of Hologic's senior financial officers, which includes Hologic's principal financial officer, principal accounting officer or controller and other persons performing similar functions (the "Senior Financial Officers"), is fundamental to the financial reporting process and the reputation and success of Hologic. Hologic's Chief Executive Officer and Senior Financial Officers hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved. Because of this special role, the Chief Executive Officer and each of the Senior Financial Officers agree to be bound by this Code of Ethics for Senior Financial Officers and each agrees that he or she will:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Hologic files with, or submits to, government agencies and in other public communications.
3. Comply with applicable laws, rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
4. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his/her independent judgment to be subordinated.

5. Respect the confidentiality of information acquired in the course of his/her work except when authorized or otherwise legally obligated to disclose it; not use confidential information acquired in the course of work for personal advantage.
6. Share knowledge and maintain skills important and relevant to stakeholder's needs.
7. Proactively promote and be an example of ethical behavior as a responsible partner among peers in the work environment and the community.
8. Achieve responsible use of and control over all assets and resources employed or entrusted to them.

Each of the Senior Financial Officers and the Chief Executive Officer are expected to adhere to this Code of Ethics for Senior Financial Officers and all other applicable Codes of Conduct of Hologic at all times. Any violations of either of these Codes shall be reported in accordance with the procedures set forth in Hologic's Complaint Procedures for Accounting and Auditing Matters. If any Senior Financial Officer or the Chief Executive Officer is found to be in violation of this Code of Ethics for Senior Financial Officers, such person will be subject to Disciplinary Action. It is against Hologic policy to retaliate against any employee for good faith reporting of violations of this Code.

The Board of Directors (or, if permitted under applicable SEC and Nasdaq Marketplace Rules, the Audit Committee of the Board of Directors) shall have the sole discretionary authority to approve any deviation or waiver from this Code of Ethics for Senior Financial Officers. Any change of this Code of Ethics for Senior Financial Officers, or any waiver and the grounds for such waiver for a Senior Financial Officer must be publicly disclosed promptly in the manner specified by the rules of the Securities and Exchange Commission.

## Appendix B

# Complaint Procedures for Accounting and Auditing Matters

Hologic is committed to continuing compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. In furtherance of this commitment, the Company promotes the ability of employees to submit a good faith complaint regarding accounting or auditing matters to management without fear of harassment, discrimination, dismissal or retaliation of any kind.

To facilitate reporting of complaints, the Audit Committee of Hologic's Board of Directors has established these procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (referred to in this section as "Accounting Matters") These procedures also allow for the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters.

### Scope of Matters Covered by these Procedures

These procedures relate to complaints concerning any questionable Accounting Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Hologic;
- fraud or deliberate error in the recording and maintaining of financial records of Hologic;
- deficiencies in or noncompliance with Hologic's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Hologic;
- deviation from full and fair reporting of Hologic's financial condition; or
- violations of Hologic's Code of Ethics for Senior Financial Officers.

### Receipt of Complaints

Concerns regarding Accounting Matters may be reported as follows:

- In writing either by internal mail or U.S. mail addressed to:

Hologic, Inc.  
Attn: General Counsel  
250 Campus Drive  
Marlborough, MA 01752

- By calling the Hologic Compliance Hotline or making a submission through the Hologic Compliance Website

Employee complaints may be made on a confidential or anonymous basis. If an employee provides a complaint on a confidential or anonymous basis, they are encouraged to provide enough specifics and facts to allow the Company to fully review the complaint and act appropriately. Submitters are encouraged to provide a mechanism for follow up in case more information is needed and to allow acknowledgement of the complaint, but this is not required to submit a complaint.

### Treatment of Complaints

Upon receipt of a complaint, Hologic's General Counsel will determine whether the complaint actually pertains to Accounting Matters, and when possible, acknowledge receipt of the complaint to the sender.

Complaints relating to Accounting Matters will be reviewed under the Audit Committee's direction and oversight by the General Counsel or such other persons as the Audit Committee determines to be appropriate.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. Hologic will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters, or otherwise as specified in Section 806 of the Sarbanes Oxley Act of 2002.

### Reporting and Retention of Complaints and Investigations

The General Counsel will maintain a log of all complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with Hologic's then applicable document retention policy.

Hologic is a global company using **The Science of Sure** to improve lives by innovating and bringing to market the best diagnostic, detection and surgical technology in the world. We integrate The Science of Sure into everything we do to help healthcare professionals discover, diagnose and treat their patients with progressive certainty to deliver ever-greater **peace of mind**.

[hologic.com](http://hologic.com) | [info@hologic.com](mailto:info@hologic.com)

Diagnostic Solutions  
Breast & Skeletal Health Solutions  
GYN Surgical Solutions