

Bio-Techne Global Anti-Corruption Policy **Effective April 2016**

Purpose and Scope

Bio-Techne will conduct every business transaction with integrity, regardless of differing local manners and traditions. It will comply with the anti-corruption and anti-bribery laws and regulations of all countries in which it conducts business, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act of 2010, the Anti-Unfair Competition Law of the PRC and other similar laws.

In addition to being a legal requirement, conducting business without engaging in bribery or other corrupt practices is a fundamental component of the Bio-Techne Code of Ethics and Business Conduct (the "Code of Ethics") and our overarching corporate values.

Employees, officers and directors of all Bio-Techne affiliates and subsidiaries are expected to comply with this policy and to maintain the highest level of integrity. In support of their compliance, employees are also expected to maintain accurate corporate records with regard to all transactions and interactions with governments as well as commercial entities. This policy also applies to Bio-Techne's third party distributors, agents, consultants, and others who sell our products on our behalf or otherwise represent us.

The Policy

Bio-Techne employees, officers and directors shall not:

- Make, offer to make, or authorize any improper "payments" or "anything of value" (e.g., cash, travel, gifts, scholarships for family members, etc.);
- Directly or indirectly through a third party;
- To any officer, director, employee, agent or representative of either a government entity or agency, or any private commercial entity; nor
- With a corrupt intent or with an improper purpose in an attempt to influence, induce or reward the recipient to: (a) misuse his or her position to grant action favorable to Bio-Techne's interest, or (b) refrain from official action contrary to Bio-Techne's interest, or (c) otherwise obtain improper business advantage.

In essence, Bio-Techne prohibits "quid pro quo payments" -- payments made with the expectation of receiving in return an improper benefit or advantage. Bio-Techne employees also shall not make "facilitation payments," small payments to government officials to expedite routine government actions such as obtaining licenses, permits or other necessary government documents.

Bio-Techne also prohibits employees, officers and directors from accepting or receiving bribes or improper payments.

Allowable Payments under This Policy

Payments that might otherwise be prohibited under the anti-corruption and anti-bribery laws are legal only if they are made as a reasonable and good faith expenditure for proper purposes. Payments made that are directly related to either promotional or training activities or the execution or performance of a written contract are acceptable as long as the payments are reasonable and made in good faith. This means restrictions on improper payments do not cover legitimate payments to foreign government

officials, private commercial customers and other third parties for genuine business reasons. Examples of items that may be permissible include:

- Payments and expense reimbursement related to consultant meetings and advisory boards;
- Appropriate and reasonable gifts, meals and entertainment;
- Payments and expense reimbursement for attendance at meetings and conferences; and
- Certain sales and marketing promotions and events.

In general, such payments must be directly related to legitimate business activities. They must also be supported by documentation approved in accordance with the Bio-Techne Delegation of Management Authority and other policies as appropriate.

Scientific Consultants, Key Opinion Leaders and Advisory Boards

Bio-Techne may occasionally wish to retain individuals to serve as a consultant or key opinion leader, or to participate in scientific advisory boards. Since such participation may provide valuable insight and information to Bio-Techne or otherwise enhance our understanding of the market and customer needs, it may be appropriate in such circumstances to provide some modest compensation in the form of cash or product credit and reimburse the individual's reasonable and actual expenses. Any employee wishing to retain a customer or potential customer to serve as a consultant, key opinion leader or advisory board member must do so pursuant either to a standard policy and guidelines approved by the compliance officer or to a written contract signed by authorized parties and submitted for prior approval in accordance with the Delegation of Management Authority Policy.

Meetings and Conferences

Bio-Techne may reimburse reasonable out-of-pocket travel and other costs incurred directly by consultants, advisors or other third parties if such costs are incurred to attend meetings or conferences at Bio-Techne's request and directly benefit Bio-Techne's legitimate business purposes. Modest honoraria may also be provided, subject to prior approval by the Compliance Officer. Examples include agents or distributor personnel attending sales meeting at Bio-Techne's request, or a customer attending a conference to make a presentation on a Bio-Techne product.

Sales and Marketing Promotions and Events

Discounts on product purchases are of course common practice and almost always acceptable. However, providing deep discounts in order to mask inappropriate payments or bribes is not permitted. Similarly, it is common to provide free samples or allow use of demo instruments to encourage customers to buy products. Many companies also provide free product, product credit, gift cards or other rewards in exchange for submitting publications relating to the company's products or other types of activities that support the company's marketing and sales efforts. Such activities and reward programs are acceptable as long as they have a legitimate business purpose and are not intended to be a complete or substantial substitute for ultimately purchasing products.

In some countries, it is common to have some sort of purchase reward program, such as a gift card to the end user for purchasing certain products. Gift cards or other rewards or point systems are acceptable as long as the promotions are offered widely, the rewards are modest and otherwise comply with this policy, and the costs are properly accounted for.

Any questions about whether sales and marketing programs and activities comply with this program should be directed to the Compliance Officer.

Gifts, Meals and Entertainment

The exchange of gifts or provision of meals or entertainment can build goodwill in business relationships, but can create improper influence (or the appearance of improper influence) if not handled properly. Some can even be seen as bribes that tarnish Bio-Techne's reputation for fair dealing or break the law. Below are some guidelines on acceptable gift-giving and meals and entertainment. When in doubt, contact the Compliance Officer.

Gifts. Exchange of gifts is a common part of business etiquette in many cultures. Yet frequent or extravagant gift exchange can create significant problems and conflicts of interest. Follow these guidelines when giving or receiving gifts. Contact the Compliance Officer if you have any questions or before you give or accept gifts outside these guidelines.

- Gifts should be modest and infrequent -- USD 100 or less per person per year for non-cash gifts (managers may set lower limits). Bio-Techne labeled gifts are usually acceptable.
- Cash and cash equivalents, such as gift cards, are particularly sensitive and subject to potential abuse. Gifts in the form of cash or gift cards that are used for customer purchase rewards or to honor personal life events or holidays should be limited to USD 25 or less per person per year.
- Gifts received by Bio-Techne employees, even if within the guidelines, should be shared with colleagues when possible.
- Gifts of tickets to sporting events, theater or other entertainment events should be within these guidelines. Tickets or invitations in excess of the USD 100 limit require prior approval of the Compliance Officer or a Bio-Techne Executive Officer.
- You must properly record expenses associated with giving gifts to customers or business partners.

Meals and Entertainment. Sharing meals and entertainment as part of a business meeting or event is an important business courtesy. Below are some guidelines. Again, contact the Compliance Officer with questions or if the planned meal or entertainment fall outside these guidelines:

- Meals and entertainment should be modest and infrequent – USD 100 or less per person per year.
- Meals and entertainment should be part of and related to legitimate business purposes
- Meals and entertainment should only be provided to the business partner or customer; payment of meal and entertainment expenses for spouses or other friends and family members should be avoided where possible.
- Since meals and entertainment in the business setting are offered primarily to foster positive business relationships, generally the business partner or customer and the Bio-Techne employee should both be present.
- All such expenses should be properly recorded and supported by appropriate receipts and other documentation.

Reimbursement of Travel Expenses. Reimbursement of travel for customers or business partners that complies with our internal travel policies and has a legitimate business purpose is acceptable. Travel vendors should be paid directly, or reimbursement should be based only on actual receipts.

To reiterate, when it comes to gifts, meals, entertainment and travel reimbursement, the following are NOT acceptable:

- That are too costly or frequent to be within the customs of the marketplace, or that you know violate the recipient's policy -- keep within the guidelines above or get permission from the Compliance Officer in advance;
- That influence or give the appearance of influencing business judgment;
- That are unrelated to a business purpose; or
- Using distributors or other third parties to provide any of the above.

Charitable or Political Contributions

A charitable or political contribution may be illegal under anti-bribery laws if it is requested by or on behalf of a customer or other business partner or if it is intended to improperly influence a government official. Any request for such a contribution for any amount must be reviewed first with the Compliance Officer to determine if it is appropriate and compliant with the law.

Third Party Requirements

Bio-Techne employees may not use third parties to make payments or provide gifts or other benefits that are not permitted under this policy. Moreover, Bio-Techne's agents and distributors must also comply with this policy.

Bio-Techne employees should monitor third parties acting on our behalf, and consult with the Compliance Officer if they have any concern that a distributor or other third party is channeling payments to government officials or customers in violation of this policy. Bio-Techne employees with responsibility for working with or managing distributors and agents should follow company guidelines and processes for performing appropriate due diligence on them and monitoring their actions. In certain circumstances, Bio-Techne may be responsible for the actions of its distributors and other representatives even if Bio-Techne employees did not request they make such improper payments.

Record-Keeping

It is critical that we keep accurate records of our dealings with third parties. Bio-Techne affiliates and subsidiaries are responsible for maintaining books and records that accurately reflect all transactions of Bio-Techne. Each transaction must have proper authorization and each financial transaction must be properly recorded and reported in the company's financial systems.

Questions and Duty to Report

If you have a question about the application of this policy in a specific situation, you should ask your supervisor or contact the Compliance Officer for clarification. Any employee, officer or director having information or knowledge of conduct that does not comply with this policy shall promptly report it. Our Code of Ethics describes several ways in which you are able to report a concern, including contacting the Compliance Officer at:

Compliance Officer: Brenda Furlow
brenda.furlow@bio-techne.com
1.612.362.8821

Or report anonymously to our Ethics Hotline, either on-line at: www.bio-techne-corp.ethicspoint.com.

Or call one of the following hotline telephone numbers:

- Belgium: 0-800-100-10
- Canada: 1-855-689-1299
- China (Northern): 10-800-712-1239
- China (Southern): 10-800-120-1239
- France (France Telecom): 0-800-99-0011
- France (Paris Only): 0-800-99-0111
- France: 0-800-99-1011
- France: 0-800-99-1111
- France: 0-800-99-1211
- Germany: 0-800-225-5288
- Hong Kong: 800-93-2266
- India: 000-117
- Japan (KDDI): 00-539-111
- Japan (NTT): 0034-811-001
- Japan (Soft Bank Telecom): 00-663-5111
- Netherlands: 0800-022-9111
- Singapore (SingTel): 800-011-1111
- Singapore (StarHub): 800-001-0001
- Sweden: 020-799-111
- Switzerland: 0-800-890011
- United Kingdom: 0800-032-8483
- United States: 1-855-689-1299

What happens if an employee violates this policy?

Violations of the anti-bribery laws may result in severe civil and criminal penalties for Bio-Techne, its employees and third parties, in addition to potential disciplinary action by Bio-Techne. It is important that all Bio-Techne employees follow this policy, report any conduct inconsistent with this policy and seek clarification from the Compliance Officer if there are any questions about how to apply this policy in any particular situation.