



## Summary of Amendments to Employee Code of Conduct Effective May 27, 2009

The following is a brief summary of substantive changes to our Employee Code of Conduct that became effective on May 27, 2009:

- In addition to the modified version of our previous Code (designated Version A) which applies to all U.S. employees and most employees globally (and the spirit and intent of which applies to all Millipore employees), we created a second version (designated Version B) which applies to certain countries that permit an employer to request, but not require, employee compliance with a Code of Conduct and/or a Compliance Line reporting mechanism. Millipore created a separate version in 2007 (now Version C) for employees of Millipore SAS, our French subsidiary, to ensure compliance with French privacy and employment laws.
- Added an appendix to Versions A and B specifying the countries in which each version applies, subject to approval by regulatory agencies and/or employees in certain countries.
- Clarified that compliance with applicable local law and collective bargaining agreements is always required, even if the Code does not specifically address them, or if the Code speaks in terms of compliance with U.S. law.
- Clarified that if any provision of the Code is unlawful in a specific country, the provision shall apply with only such modifications as necessary to give force and effect to such provision to the greatest extent permitted.
- Clarified that it is acceptable for employees to report violations of the Code of Conduct through ordinary supervisory hierarchy in addition to use of the Compliance Line. Clarified that employees should report violations only if they have reasonable grounds for believing that the matters reported actually took place.
- Added a section requiring compliance with applicable data privacy and/or security law and compliance with any data privacy and security policies the Company may adopt.
- Added a section explicitly prohibiting certain classes of employees protected against discrimination under the laws of certain countries from discrimination based on such protected classes through the use of country-specific prohibitions set forth in an appendix.

- Clarified U.S. protected class definition.
- Added requirement that all employees comply with any harassment or discrimination policies the Company may adopt.
- Clarified that anonymous reporting of Code violations is not permitted in some countries, and thus in such circumstances the name of an individual making a report, the subject of the report, and the content of the report will be kept confidential to the extent possible under applicable law and the practicalities of the situation.
- Clarified that for employees in countries in the European Economic Area (“EEA”) that permit anonymous reporting, such employees nevertheless are encouraged to provide their names, which will be kept confidential in accordance with local data privacy law.
- Clarified that for employees in the EEA, the Compliance Line is intended for reporting serious concerns which cannot be reported through normal reporting channels.
- Made explicit that employees who choose to use the Compliance Line are consenting to the collection and processing of their personal identifying information in a country outside of the European Economic Union.
- Made other technical, administrative and non-substantive changes.