

# **Repligen Corporation**

## **Code of Business Conduct and Ethics**

## A Message From The Board

At Repligen Corporation (“Repligen” or the “Company”), we believe that conducting business ethically is critical to our long-term success. Ethics, integrity, honesty, and hard work provide the foundation upon which we build competitive excellence and business success.

Repligen operates in an increasingly complex business environment and in a wide range of competitive situations. To continue to be successful within this environment, we must be resolute in our commitment to perform at the highest ethical level. This commitment must guide all of us in every aspect of our business endeavors. Simply stated, we fully expect every director, officer, and employee to practice the highest standards of business conduct in every business relationship – with each other, with the Company, and with our customers, business partners, and competitors.

***In short, it is important that each and every one of us at Repligen clearly understands and abides by our commitment to ethics, integrity, and honesty. As individuals, and collectively as a company, we must conduct ourselves in unwavering compliance with applicable laws, rules and regulations in all aspects of our operations. Our steadfast commitment to the highest professional standards is essential to our continued success in a growing and increasingly competitive marketplace.***

### Introduction

Repligen has issued this Code of Business Conduct and Ethics (the “Code”) to deter wrongdoing and to promote:

- honest and ethical conduct by the directors, officers, and employees of the Company, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (“SEC”) and in other public communications made by the Company;
- compliance with applicable governmental laws, rules, and regulations;
- the prompt internal reporting of any violations of this Code to a supervisor or department head, the Company Compliance Officer, and/or outside Company legal counsel; and
- accountability for adherence to the Code.

The effectiveness of this Code depends in large part on the cooperation of all directors, officers, and employees in promptly disclosing to appropriate personnel within the Company any situations that may be contrary to the intent of the Code and the ethical standards that it expresses. The Company has established procedures to ensure that employees may report any suspected violations anonymously. The Company expressly prohibits retaliation of any kind against any individual for the reporting of suspected misconduct.

### Scope Of The Code

This Code applies to all directors, officers, and employees of the Company.

## **A Compliance Culture**

The Company seeks to foster and maintain a culture of compliance not only with applicable laws, rules, and regulations, but with the highest standards of business conduct as well. It is the responsibility of every director, officer, and employee to help preserve our culture of compliance. Suspected violations of this Code or applicable laws, rules or regulation will be investigated internally, and violators shall be subject to discipline, as deemed appropriate by the Company in its sole discretion, up to and including immediate termination.

This Code of Business Conduct and Ethics is neither a contract nor a comprehensive manual that covers every situation directors, officers, or employees might encounter. Neither this Code nor any other Company policy, procedure, guideline or practice creates any contractual rights. If you have any questions about the provisions of this Code, or about how you should conduct yourself in a particular situation, you should make your question(s) known to and seek the advice of one or more of the following: your supervisor or department head; and/or the Company's Compliance Officer, whose identity is posted at all times on the Company's Intranet.

## **Standards Of Conduct**

### **Compliance with Laws, Rules, and Regulations**

Repligen is committed to compliance with applicable laws, rules, and regulations. Repligen also maintains separate, detailed policies regarding such matters as insider trading and disclosure of material non-public information, patent and proprietary information and harassment that can be obtained from the Company Compliance Officer or the Human Resource Department. These separate policies are consistent in all respects with the spirit and the letter of this Code.

Each and every director, officer, and employee is required to act within the bounds of the law and regulatory requirements applicable (including regulations of the United States Food and Drug Administration (FDA) and the Securities and Exchange Commission (SEC)). While an employee is not expected to memorize every detail of these laws, rules and regulations, employees should be able to determine when to seek advice from others. Questions or concerns about compliance issues can and should be raised by any of the means indicated under "Enforcement Mechanisms" below.

### **Confidentiality and Insider Trading**

Directors, officers and employees must maintain the confidentiality of sensitive business, technical, or other information entrusted to them by the Company, its customers, or business partners, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be useful to competitors or harmful to the Company, its customers, or business partners, if disclosed.

Employees who have access to confidential information are not permitted to use or share such information for stock trading purposes or for any other purpose, except for the conduct of Repligen's business. All non-public information about Repligen should be considered confidential information. To use non-public Repligen information for personal financial benefit or to "tip" others who might make an investment decision on the basis of such information is not only unethical but also illegal. Please refer to your copy of the Insider Trading Policy for further details.

## **Conflicts Of Interest**

This Code does not prevent directors, officers, and employees of the Company from taking part in legitimate financial, business, or other activities outside their jobs. Those activities, however, must be free of conflicts with the individual's responsibilities to Repligen. A "conflict of interest" may occur when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when a director, officer, or employee takes action or has interests that may make it difficult to perform his or her duties to the Company objectively and effectively. Conflicts of interest may also arise when a director, officer, employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons by the Company are of special concern.

Every director, officer, and employee must disclose any matter that he or she believes *might raise doubt* regarding his or her ability to act objectively and in the Company's best interest. The following is a non-exhaustive list of examples of situations involving potential conflicts of interest that should be disclosed:

- employment by a competitor, regardless of the nature of the employment, while simultaneously being employed by Repligen;
- giving Company business to another entity in which an employee or close family member has a substantial ownership or management interest;
- owning, or owning a substantial interest in, an entity that is a competitor or customer of, or a supplier to, Repligen;
- acting independently as a consultant to a Company competitor, customer, or supplier;
- using Company assets, intellectual property, or other resources for personal gain;
- accepting anything of more than nominal value (\$100), such as gifts, discounts, or compensation, from an individual or entity that does or seeks to do business with Repligen

These are but a few examples among many situations that could potentially give rise to a conflict of interest or an appearance of a conflict. Directors and officers should disclose any situation that reasonably could be expected to give rise to a conflict of interest or the appearance of a conflict to the Compliance Officer *and* the Audit Committee. Employees should disclose all such situations of which they are aware to an appropriate supervisor or department head, to the Compliance Officer, or both. All supervisors and department heads who receive such reports must forward them immediately to the Compliance Officer.

Repligen directors must obtain approval from the Board of Directors before accepting any position as an officer or director of any outside business concern or entity that has a business relationship with Repligen, or that now is or in the reasonably foreseeable future could become a competitor of Repligen.

Repligen officers and employees must obtain necessary approvals before accepting any position as an officer or director of an outside business concern. Officers and employees must also obtain approval before accepting a board position with a not for-profit entity if there is or may be a Company business relationship with the entity or an expectation of financial or other support from the Company. Repligen officers must get such approvals from the Audit Committee. Repligen employees who are neither directors nor officers of Repligen must obtain such approvals from the Compliance Officer.

## **Corporate Opportunities**

Directors, officers, and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Repligen directors, officers, and employees are prohibited from: (i) taking for themselves personally, corporate opportunities that are discovered through the use of Company property, information or position, without first offering such opportunities to the

Company; (ii) using corporate property, information, or position for personal gain; and (iii) competing with the Company. Non-employee directors who seek to conduct outside business activities involving an entity that has a business relationship with Repligen, or that now is or in the reasonably foreseeable future could become a competitor of Repligen, must obtain approval from the Audit Committee before conducting such activities.

Repligen directors and officers are committed to adherence to their fundamental duties of good faith, due care, and loyalty owed to all shareholders. The decisions of the directors and officers must be made with the Company's and its shareholders' best interests in mind.

### **Drug-Free Workplace**

Repligen Corporation supports the concept of a drug-free workplace, as enacted in the federal Drug-Free Workplace Act of 1988. As a research facility, employees who abuse alcohol, drugs or other controlled substances on the job pose an imminent danger to themselves, other employees, visitors and our customers. It is the policy of Repligen that the unlawful manufacture, distribution, dispensation, possession, or use of alcohol, drugs or other controlled substances while on Company premises or during the course of any Company assignment is prohibited. Any employee who illegally uses, gives, sells or in any way transfers alcohol, drugs or other controlled substances to another person, or manufactures alcohol, drugs or other controlled substances while on the job or Company premises will be subject to disciplinary action up to and including termination. This includes employees who report to work under the influence of alcohol, drugs or controlled substances.

Employees paid from Federal grants and contracts are required, as a condition of employment, to abide by this policy. Employees are further required to notify their supervisor and the Compliance Officer within five (5) days following any conviction for violation of any federal or state criminal drug statute where such violation occurred on Company premises or during the course of any Company assignment. Repligen shall communicate information regarding such conviction to the appropriate granting agency and an employee agrees to waive any and all claims against Repligen, its officers, directors, employees or agents that may arise for conveying this information.

Employees who recognize their addiction to alcohol, drugs or controlled substances are encouraged to seek assistance. Employees will not be disciplined for seeking such assistance, although disciplinary procedures linked to performance criteria are still applicable.

### **Fair Dealing**

Each director, officer, and employee should act fairly, honestly, and in good faith in any dealings on behalf of the Company with any of its customers, suppliers, competitors, employees, and all others. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

### **Full, Fair, Accurate, Timely And Understandable Disclosures**

Repligen strives to maintain the highest standards to ensure that all business records and financial reports are accurate, complete, understandable, and contain no false or misleading information. The Company is committed to complying with applicable laws requiring the fair and timely disclosure of material information and ensuring the accuracy of publicly disseminated information. In carrying out this commitment, Repligen maintains internal controls and procedures designed to provide reasonable assurance of achieving the following objectives:

- efficacy and efficiency of operations;
- safeguarding and proper management of the Company's assets;
- reliability of financial reporting that is in compliance with generally accepted accounting principles in the United States; and
- compliance with applicable laws and regulations, including, without limitation, the Company's responsibility to maintain disclosure controls and procedures intended to ensure that financial and non-financial information is collected, analyzed, and timely reported in full compliance with applicable law.

Compliance with these controls and procedures is of paramount importance. If anyone in the Company believes that the Company's books or records are not being maintained, or that its financial condition or results of operations are not being disclosed, in accordance with these controls and procedures, that person should report the matter directly by any of the means indicated below.

## Health And Safety

We strive to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

## Protection And Proper Use Of Company Assets

All directors, officers, and employees should protect the Company's assets and strive to ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Each employee is asked to cooperate in helping Repligen protect against the improper disclosure, theft, or misuse of its intellectual and physical property. Unauthorized or improper disclosure, theft, or misuse of any Company property, including the Company's intellectual property, can result in disciplinary measures, up to and including termination.

Repligen assets should be used for the Company's legitimate business purposes. Employees are advised that the content of Repligen's electronic communication infrastructure (e-mail, voicemail, Internet access) is not private and can be accessed and monitored at any time by the Company without notice.

## Research Misconduct

Repligen has adopted the Department of Health and Human Services (HHS) policy on professional misconduct involving research. The policy states that:

*It is a fundamental principle that scientists be truthful and fair in the conduct of research and dissemination of its results. Violation of this principle is research misconduct.*

Specifically, research misconduct is significant misbehavior that fails to respect the intellectual contributions or property of others, that intentionally impedes the progress of research, or that risks corrupting the scientific record<sup>1</sup> or compromising the integrity of scientific practices. Such behaviors are unethical and unacceptable in proposing, conducting or reporting research or in reviewing the proposals or research reports of others.

Examples of research misconduct include but are not limited to the following:

- **Misappropriation:** An investigator or reviewer shall not intentionally or recklessly a) plagiarize, which shall be understood to mean the presentation of the words or ideas of another as his or her own, without attribution appropriate for the medium or presentation; or b) make use of any information in breach of any duty of confidentiality.
- **Interference:** An investigator or reviewer shall not intentionally or without authorization take or sequester or materially damage any research-related property of another,

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<sup>1</sup> The record encompasses any documentation or presentation of research, oral or written, published or unpublished.

including without limitation the apparatus, reagents, biological materials, writings, data, hardware, software, or any other substance or device used or produced in the conduct of research.

- **Misrepresentation:** An investigator or reviewer shall not with intent to deceive, or in reckless disregard for the truth, a) state or present a material or significant falsehood; or b) omit a fact so that what is stated or presented as a whole states or presents a material or significant falsehood.

Misconduct does not include simple negligence, honest error, or honest interpretations or judgments of data that differ from those of others.

Because complaints regarding research misconduct are sensitive in nature, Repligen will investigate such complaints with due care and respect. Complaints will remain, to the extent possible under the circumstances, strictly confidential. All parties must abide by the confidential parameters of the investigative process. If the investigation finds that research in question has been funded by government grants, Repligen may be obligated to notify the governmental agency that oversees the grant administration. Employees hereby agree to waive any and all claims against Repligen, its officers, directors, employees or agents that may arise for conveying this information.

If the inquiry concludes that the complaint is without substance or there is insufficient evidence to indicate that the research misconduct has occurred, a copy of the report of the investigation will be placed in the employee's file and the employee and the complaining party will be notified in writing of the decision.

If it is determined that research misconduct, as defined above, has taken place, appropriate disciplinary action will be taken against the offending person(s), up to and including termination of employment.

### **Reporting And Enforcement Mechanisms**

Among the most important responsibilities of each and every director, officer, and employee in this Company are: (1) the obligation to comply with this Code and applicable laws, rules, and regulations; and (2) the obligation to raise a concern about a possible violation of the Code or the law.

The Company expects all directors, officers, and employees to behave ethically and to conduct their business activities on behalf of the Company with honesty and integrity. Any director, officer, or employee who has knowledge of a potential or suspected violation of the Code has an obligation to report relevant information to the Compliance Officer or the other persons listed below. The Company provides a variety of methods for obtaining answers to any questions about ethics issues and for raising any concerns about a possible violation of the Code or applicable law. Questions or concerns can be addressed to: an employee's supervisor or department head and/or the Company Compliance Officer.

Generally, a supervisor or department head will be in the best position to resolve the issue quickly. However, every employee can raise any specific or general question or concern with any one of the other contacts listed above, in addition to – or instead of – a supervisor or department head. In addition, while an employee's main resource for reporting violations of the Code should be his/her manager or the Compliance Officer, an employee may also call the independent vendor retained by the company for the purpose of handling complaints relating to ethics and other compliance issues at a toll-free telephone number. Calls to the independent vendor are handled anonymously and confidentially, at the option and request of an employee. This service

is not intended as a substitute for speaking directly with management and employees are urged to bring their questions or concern directly to management. Contact information for this vendor is available on the Company's intranet.

### **Policy Against Retaliation**

Directors, officers, or employees who report suspected violations or voice other concerns are assured that the Company will not tolerate any retaliation for reports made in good faith. The Company prohibits any director, officer, or employee from retaliating or taking adverse action of any kind against anyone for raising or helping to resolve a conduct concern. Any individual who is found to have engaged in retaliation against a Company director, officer, or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including immediate termination. If any individual believes he or she has been subjected to such retaliation, that individual is encouraged to report the situation as soon as possible to the Compliance Officer or to the Human Resources Department.

### **Penalties For Violations**

Repligen is committed to taking prompt and consistent action against violations of this Code. Directors, officers, and employees who violate the Code are subject to disciplinary action up to and including immediate termination. The following are examples of conduct that may result in discipline:

- retaliation against any person within the Company for reporting a conduct concern;
- any action that violates the Code or applicable laws, rules, or regulations;
- requesting others to violate the Code or applicable laws, rules, or regulations;
- failure to promptly raise a known or suspected violation of the Code or applicable laws, rules, or regulations;
- failure to cooperate in internal investigations of possible violations of the Code or applicable laws, rules, or regulations; and
- failure to demonstrate the leadership and diligence needed to foster compliance with the Code or applicable laws, rules, or regulations.

The above list of examples should not be construed in any way as an exhaustive list of the types of conduct that violate or potentially violate the Code. Rather, the list is meant to be illustrative only, and the Company, in its sole discretion, will evaluate suspected violations on a case-by-case basis.

Reports of suspected violations will be promptly investigated internally, and an appropriate sanction will be imposed for violations, including reporting the violation to authorities, as determined at the Company's sole discretion.

### **Waiver/Amendments**

Only the Board of Directors may grant a waiver of any provision of this Code. A request for such a waiver should be submitted to the Audit Committee in writing for its consideration. The Board of Directors will promptly cause the Company to disclose to investors any substantive changes in or waivers, along with reasons for the waivers, of the Code granted to directors or executive officers. Such disclosure shall be in a form prescribed by the SEC.

## Receipt of Code of Business Conduct and Ethics

I have received a copy of Repligen's Code of Business Conduct and Ethics (the "Code") and acknowledge it is my responsibility to read and understand its contents. I understand my obligation to comply with this Code and with the law, and my obligation to report to appropriate personnel within the Company any and all suspected violations of this Code or of applicable laws, rules, or regulations. I understand that the Company expressly prohibits any director, officer, or employee from retaliating against any other director, officer, or employee for reporting suspected violations of the Code or of any laws, rules or regulations. I am familiar with all the resources that are available if I have questions about specific conduct, Company policies, or applicable laws, rules, or regulations.

If I am an employee, I understand that Repligen is an "at-will" employer and, as such, employment with the Company is not for a fixed term or definite period and may be terminated at the will of either party, at any time, with or without prior notice. I understand that nothing contained in this Code may be construed as creating a promise of future benefits or a binding contract with the Company for benefits or for any other purpose.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_