

GEN-PROBE INCORPORATED

OPEN DOOR POLICY FOR REPORTING COMPLAINTS

Statement of Policy

GEN-PROBE INCORPORATED (the “**Company**”) is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject, as well as with our Code of Ethics. Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations. Each employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters, or other violations of federal and state laws or of our Code of Ethics in accordance with the provisions of this policy. **Employees who file reports or provide information without a good-faith, reasonable belief in the truth and accuracy of such information are not protected by this policy and are subject to disciplinary action, up to and including dismissal.** In addition, except to the extent required by law, this policy is not intended to protect employees who violate the confidentiality of any applicable attorney-client privilege to which the Company or its agents may be entitled under statute or common law principles, or to protect employees who violate their confidentiality obligations with regard to our trade secret information. In order to facilitate the reporting of employee complaints regarding suspected violations of this policy, the Audit Committee of our Board of Directors (the “**Audit Committee**”) has established procedures for (i) the submission by employees of suspected violations and (ii) the receipt, retention and treatment of these complaints.

Policy of Non-Retaliation

It is our policy to comply with all applicable laws that protect our employees, including the employees of our subsidiaries, against unlawful discrimination or retaliation as a result of their lawfully reporting information regarding, or their participation in, investigations involving corporate fraud or other violations of federal and state law and of our Code of Ethics by the Company or its agents. Specifically, our policy is designed to prevent employees from being subject to disciplinary or retaliatory action by the Company or any of its agents or employees as a result of an employee’s:

- disclosing information to a government or law enforcement agency, where the employee has a good-faith, reasonable belief that the information demonstrates a violation or possible violation of a federal or state law, rule or regulation;
- providing information, filing, testifying or participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding regarding any conduct that the employee reasonably and in good faith believes involves a violation or possible violation of a federal or state law, rule or regulation; or
- providing information to the Company’s representatives or other persons where the employee has a good-faith, reasonable belief that the information discloses a violation or possible violation of our Code of Ethics.

If any employee believes he or she has been subjected to any discrimination or retaliation or other action by us or our agents for reporting suspected violations in accordance

with this policy, he or she may file a complaint with our Compliance Officer or Human Resources Manager. If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.

Method of Reporting Complaints

The Audit Committee has appointed a Compliance Officer who is responsible for administering this policy. Our Compliance Officer is R. William Bowen, the Company's General Counsel, who may be reached at (858) 410-8918. The Compliance Officer is responsible for receiving, reviewing and investigating reports under this policy. If employees have a suspected violation to report, they should report such matter to the Compliance Officer or any member of the Audit Committee. If the suspected violation involves the Compliance Officer, the employee should instead report the suspected violation to any member of the Audit Committee.

We have also established a procedure under which suspected violations may be reported anonymously. Employees may anonymously report a suspected violation to either (i) our EthicsPoint Hotline at (866) 384-4277, (ii) the Ethicspoint website at www.ethicspoint.com, or (iii) by delivering the complaint via regular mail to the Compliance Officer at 10210 Genetic Center Drive, San Diego, CA 92121. Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation. Employees should realize that if an anonymous complaint cannot be properly investigated without additional information, we may have to close the matter for lack of sufficient information.

Policy for Receiving and Investigating Complaints

Upon receipt of a complaint, the Compliance Officer will determine whether the information alleged in the complaint alleges or contains allegations that might constitute a violation of this policy or our Code of Ethics. The members of the Audit Committee shall be notified promptly of complaints determined to involve accounting, internal accounting controls and auditing concerns. The Compliance Officer will then appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim, under the supervision of the Compliance Officer, or, in the case of complaints alleging accounting, internal accounting controls and auditing concerns, under the supervision and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances. The Compliance Officer will confidentially inform the reporting person (if his or her identity is known) that the complaint has been received and provide him or her with the name of, and contact information for, the investigator assigned to the claim.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, we may find it necessary to share information with others on a "need to know" basis. If the investigation confirms that a violation of this policy or our Code of Ethics has occurred, we will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination and will also take appropriate steps to correct and remedy any violation of this policy or our Code of Ethics.

Retention of Complaints

The Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution. Each member of the Audit Committee and, at the discretion of the Compliance Officer, other personnel involved in the investigation of complaints, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with our document retention policy.