



# Global Code of Business Conduct and Ethics

**PREPARED FOR:**

All Inotiv Employees

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# 1. Our Global Code of Conduct

*“This is our global Code of Conduct – it guides us all in making the right choices, every day.”*

Our mission at Inotiv is to provide ever increasing value to all our stakeholders, including clients, shareholders, employees, suppliers, and the communities in which we work and live in. Based on our core values we strive to build and share the fundamental value of Mutual Trust and Respect for all. Inotiv promotes a work environment in which each of us can work in a harmonious and dynamic culture. We drive toward continuous improvement in everything we do. With this background in mind, we have revised, consolidated and created the Inotiv Code of Business Conduct and Ethics. Our fundamental approach will always be to fully comply with the laws of the locations we operate in and from, and to maintain our core value of unwavering honesty and integrity in everything we do.

These core values are embodied in the Inotiv Code of Business Conduct and Ethics – the foundation upon which we perform our duties and responsibilities.

Complying with the Code of Business Conduct and Ethics is not an option; rather, it is an obligation. We will always follow the law, embrace diversity of people and thought, treat all people with dignity and respect, avoid conflicts of interest, compete fairly, protect our planet/environment and act responsibly.

If you supervise others, you must lead by example. It is expected that you will always set a professional, ethical tone and work environment and require and be accountable that your team does the same.

If you are uncertain as to what is right in a particular situation, or if you think that a colleague, teammate or third party is not complying with the Code of Business Conduct and Ethics, it is your duty and responsibility to discuss the matter with your immediate supervisor or a Human Resources representative, or to report the matter to the Inotiv Integrity Helpline.

Your complete and resolute support of our Company’s values and the Code of Business Conduct and Ethics is key to our success. I am confident that as a team, we will not falter.

Remember to do the right thing and speak up if something isn’t right. The Code of Business Conduct and Ethics is not a substitute for your good judgment, and it cannot cover every conceivable situation. You should ask yourself three simple questions if you have any doubts about what you should do:

- How would this decision look to others within Inotiv and externally?
- Am I willing to be held accountable for this decision?
- Is this consistent with the spirit of Inotiv’s Code of Business Conduct and Ethics, and its policies?

Remember: Act when you see an issue. Ask if you’re not sure.

Professionalism is imperative. Leadership a must. I expect and ask you to carefully read the Inotiv Code of Business Conduct and Ethics and to implement the spirit for which it is intended.

Sincerely,

*Bob Leasure*

Bob Leasure

Chief Executive Officer, President and Director

## 1.1 Introduction

The Inotiv, Inc. (the “Company”) Code of Business Conduct and Ethics (“Code of Conduct”) is designed to (i) inform our employees and partners doing business with the Company about our standards and expectations of business conduct, (ii) promote compliance with the legal requirements the Company is subject to, (iii) inform employees and partners how to seek and obtain help in the event of questions or concerns and (iv) mitigate and deter wrongdoing.

All Company directors, officers and employees are expected to read and understand this Code of Conduct, uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents, suppliers and contractors are aware of, understand and adhere to these standards.

Because the principles described in this Code of Conduct are general in nature, you should also review all applicable Company policies and procedures for more specific instruction, and contact the Human Resources Department if you have any questions. Nothing in this Code of Conduct, in any company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

Please sign the acknowledgment form at the end of this Code of Conduct and return the form to the Human Resources Department indicating that you have received, read, understand and agree to comply with the Code of Conduct. The signed acknowledgment form will be located in your personnel file. Periodically, or as there are substantive changes to the Code of Conduct, you may be asked to sign an acknowledgment indicating your continued understanding of, and adherence to, the Code of Conduct.

## 1.2 A Code of Conduct: What is it?

Our global Code of Conduct has been adopted in order to:

- promote a culture where each Inotiv employee makes choices, and behaves in a way, that reinforces that our customers, regulators, suppliers, communities, investors and fellow employees can trust us to always do the right thing;
- promote honest and ethical conduct;
- promote full, fair, accurate, timely and understandable disclosure of financial and business information;
- promote compliance with applicable governmental laws, rules and regulations;
- protect company assets, corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to our policies and procedures.

All Company directors, officers and employees are required to comply with its provisions and speak up if they witness non-compliance. All Company directors, officers and employees are also required to cooperate with any review or investigation of alleged wrongdoing of Companies policies, procedures or this Code of Conduct.

The Company’s internal operating controls and corporate reporting and disclosure procedures are intended to prevent, deter and remedy any violation of this Code of Conduct, including but not limited to applicable laws and regulations. Even the best systems of controls and procedures, however, cannot provide absolute safeguards against such violations.

The Company has a responsibility to investigate and report to appropriate governmental authorities, as required, any violations of applicable legal and regulatory requirements relating to corporate

reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against shareholders, and the actions taken by the Company to remedy such violations.

Our suppliers operate in different legal and cultural environments throughout the world and as such we expect them to comply with the laws, rules, regulations and policies of the countries and locations in which they operate in addition to Inotiv's Code of Conduct. It is our responsibility to ensure all suppliers promote and abide by the principles outlined in our Supplier Code of Conduct.

You should refer to the Code of Conduct if you have any questions or need guidance in making the right decisions. No code can cover every eventuality, and daily business decisions may require the advice and support of others.

If you are ever worried that the requirements of this Code of Conduct are not being followed, or if you are being asked to do something you feel is wrong, then you should follow the procedures outlined in the Inotiv Integrity Helpline and Investigations policy.

Depending on the situation, first consider consulting with your line manager, local leadership team, a member of Human Resources or the Legal Team. If you feel uncomfortable discussing the issue internally, you can also choose to report your concerns online or by phone using the Inotiv Integrity Helpline via <https://www.inotivco.com/about/ethics-and-compliance/>, which is hosted by an independent. If you so prefer, you may also contact Inotiv's Audit Committee directly about your concern or question, by emailing [auditcommittee@inotivco.com](mailto:auditcommittee@inotivco.com). Your concerns are treated confidentially, and you may report them anonymously if you prefer, where allowed by law.

## 2. Looking After our People, our Customers and our Animals

Inotiv promotes high standards of integrity by conducting its affairs honestly and ethically.

Each employee must act with integrity and observe ethical standards of business conduct in their dealings with each other, our customers, regulators, suppliers, partners, service providers, competitors, shareholders and anyone else with whom they have contact in the course of performing their job.

Similarly, our relationships with our suppliers are built on mutual trust and respect in keeping with our mission and values. Employees are required to make all purchasing decisions in the best interests of the Company in accordance with the procurement policy and relevant grants of authority.

While this Code of Conduct provides a number of principles to guide you making the right decision when at work, there are specific areas where we take a clear and unambiguous stance.

This includes not accepting:

- Unsafe working practices
- Discrimination on any grounds, including race, religion, disability, gender, age or sexual orientation
- Bullying and harassment
- Sexual harassment – this is behavior actually based, or perceived to be based, on a person's gender or of a sexual nature; unwelcome sexual advances, requests or inappropriate verbal, written or physical conduct
- Violence and aggression in the workplace, or that affects employees, customers, suppliers, as well as those we come into contact within the course of performing our duties
- Working under the influence of drugs or alcohol
- Bribery and corruption
- Retaliation against anyone who, in good faith, raises or reports concerns covered by our Code of Conduct or other policies and procedures

As an Inotiv employee, you have a responsibility to speak up when you see or hear anything that does not conform to the requirements of the Code and the policies and procedures it supports.

If you are ever worried that the requirements of this Code of Conduct are not being followed, or if you are being asked to do something you feel is wrong, then you should follow the procedures outlined in the Inotiv Integrity Helpline and Investigations policy.

Depending on the situation, first consider consulting with your line manager, local leadership team, a member of Human Resources or the Legal Team. If you feel uncomfortable discussing the issue internally, you can also choose to report your concerns online or by phone using the Inotiv Integrity Helpline via <https://www.inotivco.com/about/ethics-and-compliance/>, which is hosted by an independent. If you so prefer, you may also contact Inotiv's Audit Committee directly about your concern or question, by emailing [auditcommittee@inotivco.com](mailto:auditcommittee@inotivco.com). Your concerns are treated confidentially, and you may report them anonymously if you prefer, where allowed by law.

### 2.1 Animal Welfare

At Inotiv, we are committed to globally implementing the highest standards of animal welfare.

Our animal welfare policy brings a harmonized approach to ethically conducting biomedical research through:

- actively fostering a culture of caring at all levels towards the animals at Inotiv;
- complying with all applicable national and local regulations with regard to the care and use of animals within our facilities;
- achieving the highest standards of animal welfare whilst attaining the scientific objectives of the studies conducted and breeding performed;
- advocating for and implementing the 3R principles of 'Reduction, Refinement and Replacement'; and
- fostering and encouraging the application of these objectives within our customer community and to the scientific community at large.

Any employee who observes an animal procedure or treatment which is perceived as non-compliant with Inotiv's policies or standard operating procedures, must immediately report the relevant concerns in as much detail as possible to their local animal welfare representative, supervisor, facility leader, the local IACUC representative (United States only), or the Inotiv Integrity Helpline (<https://www.inotivco.com/about/ethics-and-compliance/>).

## 2.2 Quality and Customer Experience at Inotiv

*Our approach to quality management is focused on product and service quality and the means to achieve it.*

Our quality policy recognizes that quality is the result of the intent of all our people to consistently provide, either directly or indirectly, fit-for-purpose products and services to our customers through robust planning, processes, quality control, quality assurance and continuous improvement. Our approach to quality management is focused on product and service quality and the means to achieve it. We recognize that the provision of quality products and services is vital to our growth, success and reputation.

Our brand promise is to work closely and collaboratively with our customers, making sure we understand what they need and delivering quality products, scientific research and customer service that helps them secure the potential of their essential research.

## 2.3 Diversity, Discrimination and Harassment

*Building a talented and diverse workforce strengthens our company and competitive advantage.*

We each play an important role in creating an open and inclusive workplace, where every individual is able to fully contribute to our success. Building a talented and diverse workforce strengthens our company and competitive advantage.

Inotiv is an equal opportunities employer and does not discriminate on the basis of race, disability, age, religion or belief, gender reassignment, marriage or civil partnership status, sexual orientation, gender or any other basis.

To champion these important values, we must:

- treat others fairly and with respect and dignity;
  - avoid actions that could be considered bullying or harassment, including sexual harassment;
  - exhibit zero tolerance for discriminating behavior;
  - report any suspected discriminatory or harassment acts or practices; and
- focus solely on a person's attitude, qualifications, abilities, experience, and performance if we are responsible for hiring, terminating employment, compensation, promotions, or discipline of an employee.

- For more detailed information, please refer to Inotiv's policy on Equal Opportunity and Commitment to Diversity.

## 2.4 Healthy, Safe and Sustainable Workplace

*At Inotiv, safeguarding the health and safety of our employees is paramount to our culture, integral to the success of our business and ensures compliance with the relevant health and safety legislation at all of our locations globally.*

We have a safeguarding policy, and our aim is to create a safe, professional working environment in which all employees feel a sense of pride in working for the success of our organization. We are committed to consulting with employees on matters of health and safety and actively promoting an open and honest environment, encouraging everyone to identify and report hazards so that together we can all contribute to creating and maintaining a safe working environment. We strive to provide a safe, healthy and productive work environment and recognize that positive health and safety management benefits our employees, their families, our customers and all our stakeholders.

Inotiv is committed to providing clear expectations, and resources in terms of facilities, equipment, training, expertise and time. We also ensure all facilities, processes and systems of work are designed to take account of health and safety and that our employees are appropriately supervised to protect their wellbeing. Global health and safety related performance is regularly monitored to ensure that company objectives are achieved. We must have a risk-informed and engaged workforce that fully accepts the health and safety responsibilities of their role within the business.

We all have health and safety responsibilities while at work. Some of these are specific legal duties, while others are company requirements aimed at helping us best manage our environmental health and safety (EHS) risks and achieve our objectives.

- Take reasonable care of your own safety and that of others;
- Cooperate with the company on matters of health and safety;
- Use any work equipment as instructed and follow given procedures;
- Report promptly any health and safety issues in your workplace to your line manager, local facility manager or a member of the Human Resources Team;
- Use the correct Personal Protective Equipment (PPE);
- Participate in health surveillance programs when asked to;
- Report promptly any injuries, accidents or near misses;
- Report promptly any illness or adverse health condition which might be caused by work, or might affect you at work;

Our Environmental Policy helps us reduce environmental impacts from our operations, products and services, manage environmental risks and pursue sustainability initiatives such as reducing waste and promoting recycling. Employees are required to adhere to these programs, as well as be familiar and comply with environmental laws and regulations that relate to our specific work responsibilities.

## 2.5 Anti-bribery and Anti-corruption

Inotiv is committed to ensuring the prevention of bribery and corruption in all parts of its business and to conducting all of its activities in an honest manner. It is illegal to offer, promise, give, request, agree, receive or accept any bribe or improper inducement. It is our responsibility to speak up and report any suspected corruption. We seek to proactively prevent bribery and corruption by having open conversations to assess vulnerabilities and by giving all Inotiv employees guidance on what constitutes bribery. That means we strive to keep up to date with the latest resources and



requirements; we require employees to complete the necessary training and we require employees to seek advice and speak up when we have a concern.

For more detailed information, please refer to Inotiv's policy on Anti-Bribery and Corruption.

## 2.6 Anti-slavery and Human Trafficking

*Modern slavery is a crime and a violation of fundamental human rights.*

Modern slavery takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We implement and enforce the right processes and controls in an effort to ensure modern slavery is not taking place anywhere in our business or in our supply chain.

## 2.7 Conflicts of Interest

*Conflicts of interest between our business interests and personal interests must be avoided.*

A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) interferes, or even appears to interfere, with the interests of Inotiv as a whole. A conflict of interest can arise when an employee (or a member of their family) takes actions or has interests that may make it difficult to perform their work for Inotiv objectively and effectively. Conflicts of interest also arise when an employee (or a member of their family) receives improper personal benefits as a result of their position in the company.

Exactly what constitutes a conflict of interest or an unethical business practice is both a moral and a legal question. Inotiv recognizes and respects the individual employee's right to engage in activities outside of employment which are private in nature and do not in any way conflict with or reflect poorly on the company.

It is not possible to define all the circumstances that might create a conflict of interest. Employees who have questions about a potential conflict of interest, or who become aware of an actual or potential conflict, should discuss the matter promptly with their supervisor and seek a determination and prior authorization or approval from, their supervisor or the Legal Team.

Loans by Inotiv to, or guarantees by Inotiv of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by Inotiv to, or guarantees by Inotiv of obligations of, any employee are expressly prohibited.

Relationships with family members and close personal friends can influence our decisions. It is important to be careful about Inotiv business decisions that involve close personal relationships.

To prevent personal conflicts of interest: avoid supervising or taking part in the hiring, reward, or promoting of a family member avoid holding a position with access to or influence over performance appraisals, salary information or other confidential information related to a family member these situations should also be avoided in connection with another employee or a prospective employee with whom one has a close personal relationship outside Inotiv if any of these situations occur, an employee must inform their manager of the relationship. The manager will assess the situation, consult with their management as needed, and may elect to transfer one of the employees to another available position where no conflict exists

Directors and officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee or the Legal Team.

## 2.8 Government Contracting

*A portion of our business is conducted with government agencies. While we act with the highest level of integrity and honesty with all customers, special rules apply when we do business with any government.*

Inotiv can incur substantial penalties and the company and individual employees can even be charged with a crime for violating government procurement laws. Among other requirements, we must ensure that all invoices and relevant information Inotiv submits to the government are completed accurately and comply with the applicable procurement rules. We must also be truthful and accurate in all representations and certifications made to government agencies.

In addition, these basic rules should be followed:

- never ask for, or use, another company's bid or proposal information, non-public government source selection information, or other proprietary or confidential information;
- never offer or provide gifts, gratuities or entertainment to a government customer without prior written approval of the Legal Team;
- never engage sales agents or consultants, or any other arrangements in which a third party would be paid a commission engaging, developing or obtaining government business;
- comply with all restrictions on gifts or "kickbacks" by those who seek to receive business from the government and government contractors;
- never offer or accept any compensation of any kind (such as money, fees, commissions, credit, gifts, or gratuities) for the purpose of obtaining a subcontract or rewarding favorable treatment in connection with a prime contractor;
- always be truthful, accurate and complete in all representations and certifications;
- ensure that all costs are properly and accurately charged and recorded, including charging for hours worked; and
- immediately disclose to the Legal Team or the Inotiv Integrity Helpline any suspected violation of law involving fraud, conflict of interest, bribery, inappropriate gifts or gratuities, or any misrepresentation or improper invoicing in connection with a government contract.

## 2.9 Compliance with Laws

*All employees shall comply, both in letter and spirit, with all applicable laws, rules and regulations (including and not limited to those relating to tax, the environment and labor) in the localities, states and countries in which Inotiv operates or is otherwise has a presence in.*

All Company directors, officers, employees, agents and contractors must comply with all applicable laws, regulations, rules and regulatory orders. Company employees located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including any and all anti-bribery laws, sanctions and export control regulations, in addition to applicable local laws. Each employee, agent and contractor must acquire appropriate knowledge of the requirements relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice on specific Company policies and procedures. Violations of laws, regulations, rules and orders may subject the employee, agent or contractor to individual criminal or civil liability, as well as to discipline by the Company. Such individual violations may also subject the Company to civil or criminal liability and/or the loss of business.

Questions about compliance should be addressed to the Legal Team.

## 2.10 Public Disclosures

It is the Company's policy that the information in the Company's public communications, including filings and submissions with the Securities and Exchange Commission, be full, fair, honest, accurate, timely and understandable. Anyone involved in the Company's disclosure process is responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, anyone who has a supervisory role in the Company's disclosure process has an obligation to discharge their responsibilities diligently.

## 2.11 Insider Trading

Trading on information not available to the general public and shareholders is a violation of federal securities laws. In the normal course of business, officers, directors, employees, agents, contractors and consultants of the Company may come into possession of material, non-public information. This information is the property of the Company – you have been entrusted with it. You may not profit from it by buying or selling securities yourself, or passing on the information to others to enable them to profit or for them to profit on your behalf. The Company has adopted a separate policy concerning insider trading and "tipping." The purpose of that policy is both to inform you of your legal responsibilities and to make clear to you that the misuse of sensitive information is contrary to Company policy and U.S. securities laws.

For more detailed information, please refer to Inotiv's Insider Trading Policy.

## 2.12 Protection and Proper Use of Company, Customer, Supplier and Employee Assets and Data

*All employees should protect Inotiv's customer, employee and vendor information assets, including electronic data, and ensure their efficient and appropriate use.*

The company provides a wide variety of communication tools and resources to employees for use in running day-to-day business activities. Whether it is the telephone, voice mail, fax, scanner, Internet, intranet, e-mail, text messaging, or any other company-provided technology, use should be reserved for business-related matters during working hours. All communication using these tools should be handled in a professional and respectful manner.

Employees should not have any expectation of privacy in their use of company computer, phone, or other communication tools. All communications made using company-provided equipment or services including email and internet activity, are subject to inspection by the company. Employees should keep in mind that even if they delete an email, voicemail or other communication, a copy may be archived on the company's systems.

Employees' use of company-provided communication systems, including personal e-mail and internet use, that are not job-related have the potential to drain, rather than enhance, productivity and system performance. You should also be aware that information transmitted through e-mail and internet is not completely secure or may contain viruses or malware, and information you transmit and receive could damage the company's systems as well as the reputation and/or competitiveness of the company. To protect against possible exposures, delete any e-mail messages prior to opening that are received from unknown senders and advertisers. It also is against company policy to turn off antivirus protection software or make unauthorized changes to system configurations installed on company computers. Violations of this policy may result in termination.

All use of company-provided communications systems, including e-mail and internet use, should conform to our company guidelines/policies, including but not limited to the Equal Opportunity, Harassment, Confidential Information, and Conflicts of Interest. So, for example, employees should not engage in harassing or discriminatory behavior that targets other employees or individuals because of their protected class status or make defamatory comments. Similarly, employees should not divulge confidential information such as trade secrets, client or supplier lists, or information restricted from disclosure by law through any use of social media.

Because e-mail, telephone and voice mail, and internet communication equipment are provided for company business purposes and are critical to the company's success, your communications may be accessed without further notice by Information Technology department administrators and company management to ensure compliance .

The electronic communication systems may not be secure and may allow inadvertent disclosure, accidental transmission to third parties, etc. Sensitive information should not be sent via unsecured electronic means.

Nothing in this Code of Conduct and related policies is designed to interfere with, restrain, or prevent employee communications regarding wages, hours, or other terms and conditions of employment as protected under the National Labor Relations Act. Employees have the right to engage in or refrain from such activities.

Employees may have access to a cell phone while in their cars and should remember that their primary responsibility is driving safely and adhering to driving and traffic regulations. Employees are prohibited from using cell phones to conduct business while driving and should safely pull off the road and come to a complete stop or, where allowed by law, have a hands-free device enabled before dialing, talking, texting, and/or checking email on the cell phone.

The same standard business etiquette used when speaking from office phones, in meetings, and confidentiality policies, applies to conversations conducted over a cell phone.

### **2.12.1 Electronic Recording Devices**

Due to the confidential nature of Inotiv's business, the use of electronic devices to record audio or video are strictly prohibited at all Inotiv facilities, except when such equipment is used for security reasons (e.g., controlling access to server rooms) or when approved by management in writing for marketing reasons. However, any recording completed for marketing reasons must be completed without compromising the confidentiality of our employees, clients and suppliers.

### **2.12.2 Intellectual Property**

The obligation of representatives of the Company to protect our assets includes our proprietary information, intellectual property and innovative ideas.

Intellectual property rights, including patents, trademarks, copyrights, trade secrets and know-how, are valuable assets and must be planned for and managed with the same degree of care as any other valuable asset. New concepts and ideas will be identified for purposes of evaluation and protection, as appropriate, to support the Company's goals.

### **2.12.3 Software**

Representatives of the Company also have an obligation to protect and manage any software that is proprietary to, or licensed by, the Company. "Software" includes programs, routines and procedures that cause a computer system to perform a predetermined function or functions, as well as the supporting documentation. This includes algorithms, flow charts, diagrams, specifications, diagnostic testing materials and operating or maintenance manuals. Representatives of the Company developing, using or acquiring software must make sure that the appropriate intellectual

property rights (copyrights, patents and trade secrets) in the software are obtained. All software must be developed and used in compliance with applicable laws and contractual obligations assumed by the Company, including copyright laws and necessary licensing. No representative of the Company may use unlicensed software or create or use unauthorized copies of software.

## **3. Our Integrity**

### **3.1 External Communications and Social Media**

*The way we communicate internally and with the outside world is crucial to building trust.*

We must ensure all communications about our business interests are timely, accurate and reflect our values. We must also ensure communications comply with our communications policy, approval procedures, and all applicable laws. As an individual you have the right to make personal comments on social media, making it clear that any opinion you express is your own and not the company's.

However, it's important to remember that only designated spokespeople can make comments on behalf of Inotiv. When using social media, you must be careful that you don't inadvertently share proprietary or confidential information about Inotiv, our customers or suppliers. Examples could be the early release of sales figures or knowledge of a company restructuring or potential acquisition target. Our policies around confidential information still apply on personal use of social media accounts.

For more detailed information, please refer to Inotiv's Social Media Policy.

### **3.2 Corporate and Business Opportunities**

*All employees owe a duty to Inotiv to advance its interests when the opportunity arises.*

Employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) business opportunities that typically would be pursued by, or would be of interest to, Inotiv, or that is properly within the scope of Inotiv's activities. Business opportunities that are discovered through the use of company information or such person's position within Inotiv, that are expressly presented or offered to such person directly and exclusively in their capacity within Inotiv, or that compete with Inotiv, are expressly prohibited. Employees may not use Inotiv assets, property, information or position for personal gain (including gain of friends or family members).

### **3.3 Scientific Integrity**

Medical science is our business, and the highest standards of scientific integrity are essential to our continued success. The U.S. Food and Drug Administration's Good Laboratory Practices, Current Good Manufacturing Practices, and Current Good Clinical Practices, as further explained in our related Standard Operating Procedures (SOPs), set forth many of our obligations. Employees are expected to adhere to the SOPs and applicable federal regulations, and to comport themselves to meet the highest standards of scientific integrity. Full cooperation with quality assurance audits, as well as regulatory audits and inspections, is similarly an essential obligation of every employee.

### **3.4 Senior Financial Officers**

This section applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions (the "Senior Financial Officers"). Senior Financial Officers are vested with both the responsibility and authority to protect, balance, and preserve the interests of all of the enterprise stakeholders, including shareholders, clients, employees, suppliers, and citizens of the communities in which business is conducted. Senior Financial Officers fulfill this responsibility by prescribing and enforcing the policies and procedures employed in the operation of the enterprise's financial organization, and by demonstrating the following:



- **Honest and Ethical Conduct.** Senior Financial Officers will exhibit and promote the highest standards of honest and ethical conduct through the establishment and operation of policies and procedures that:
  - Encourage and support professional integrity in all aspects of the finance organization, by eliminating inhibitions and barriers to responsible behavior, such as coercion, fear of reprisal, or alienation from the finance organization or the enterprise itself.
  - Prohibit and eliminate the appearance or occurrence of conflicts between what is in the best interest of the enterprise and what could result in material personal gain for a member of the finance organization, including the Senior Financial Officers.
  - Provide a mechanism for members of the finance organization to inform senior management of deviations in practice from policies and procedures governing honest and ethical behavior.
  - Demonstrate their personal support for such policies and procedures through periodic communication reinforcing these ethical standards throughout the finance organization.
- **Financial Records and Periodic Reports.** Senior Financial Officers will use best efforts to establish and manage the transaction and reporting systems and procedures to ensure that:
  - Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in accordance with Generally Accepted Accounting Principles (GAAP) and established Company financial policy.
  - The retention or proper disposal of Company records shall be in accordance with established financial policies and applicable legal and regulatory requirements.
  - Periodic financial communications and reports will be delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will quickly and accurately determine their significance and consequence.
- **Compliance with Applicable Laws, Rules and Regulations.** Senior Financial Officers will establish and maintain mechanisms to:
  - Educate members of the finance organization about any federal, state or local statute, regulation or administrative procedure that affects the operation of the finance organization and the enterprise generally.
  - Monitor the compliance of the finance organization with any applicable federal, state or local statute, regulation or administrative rule.
  - Identify, report and correct in a swift and certain manner, any detected deviations from applicable federal, state or local statute or regulation.

### **3.5 Political Activities**

*Inotiv is committed to citizenship and community involvement.*

Employees are free to contribute their personal time and support to candidates, parties and civic organizations. However, an employee's individual political involvement must be totally voluntary, on the employee's own time and at their own expense.

Employees engaged in personal political activities should not purport to speak or act on behalf of Inotiv. Employees are not allowed to directly, or indirectly, use or contribute company funds or assets to a political party, candidate or campaign unless the activity is lawful in the country involved and is approved by the Legal Team and the CFO. This includes use of Inotiv facilities, office equipment, supplies, inventory and even an employee's own work time.

### **3.6 Confidentiality**

We do not disclose the Company's confidential information to others except when disclosure is authorized, contractually protected, or legally mandated. Confidential information includes, among

other things, all non-public information concerning the Company, such as our intellectual property, business strategies and organizational structure, marketing plans, outsourced business functions and relationships, third party partners' lists and records, employee lists and records, and financial information such as sales numbers, as well as passwords and identification codes designed to prevent unauthorized access to the Company's confidential information, information entrusted to the Company by third parties, and all other non-public information that might be of use to our competitors or harmful to the Company, if disclosed. Within the Company's community, we share confidential information of the Company only as appropriate and on a 'need-to-know' basis. Questions from members of the press or other media about the Company's business should be directed to the Chief Commercial Officer or a member of the Company's leadership team. The obligation to preserve confidential information continues even after the employee ceases to perform services for the Company.

### **3.7 Fair Dealing**

The Company has a history of succeeding through honest business competition. We do not seek or pursue competitive advantages through illegal or unethical business practices. Each director, officer, employee and representative of the Company should deal fairly with the Company's customers, service providers, suppliers, competitors and employees, and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice.

### **3.8 Reporting and Enforcement**

*Actions prohibited by the Code must be reported to your supervisor, facility leader, local HR representative, the Legal Team or the Inotiv Integrity Helpline.*

Any person with a concern or aware of alleged wrongdoing that may violate the Code of Conduct or any of the company's policies may visit the Inotiv Integrity Helpline website at <https://www.inotivco.com/about/ethics-and-compliance/> and report their concern. The Inotiv Integrity Helpline is hosted by an independent, third-party provider. If you so prefer, you may also contact Inotiv's Audit Committee directly about your concern or question, by emailing [auditcommittee@inotivco.com](mailto:auditcommittee@inotivco.com).

All reports are managed confidentially. A person may report a concern or alleged wrongdoing anonymously, where allowed by law.

Inotiv takes all concerns seriously. After receiving a report of an alleged prohibited action, the relevant team or a member of the Legal Team will promptly take appropriate actions necessary to review the concern. Inotiv will ensure prompt and consistent action against violations of the Code of Conducts and relevant policies. If, after reviewing a concern or a report of an alleged prohibited action by any person, the company determines that a violation of the Code has occurred, the company will take appropriate preventative and/or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

A company employee or a third parties raising a concern must fully cooperate in any Inotiv's (or its designee's) investigation into alleged concern. Any employee or third parties being interviewed as witnesses or accused parties pursuant to an Inotiv's (or its designee's) investigation must fully cooperate with the investigation.

For more detailed information, please refer to Inotiv's policy on the Integrity Helpline and Investigation.



### 3.9 Zero Tolerance for Retaliation

*Inotiv prohibits retaliation against anyone who raises or reports concerns.*

Inotiv prohibits retaliation against anyone who raises or reports concerns and will take disciplinary action up to and including dismissal against any employee who threatens or engages in retaliation or harassment of someone who has reported, or is considering reporting, a concern in good faith.

Similarly, we will report an agency worker who retaliates against anyone raising a report or concern to the worker's employment agency and terminate their assignment with Inotiv.

### 3.10 Inotiv Integrity Helpline (<https://www.inotivco.com/about/ethics-and-compliance/>)

If you are ever worried that the requirements of this Code of Conduct are not being followed, or if you are being asked to do something you feel is wrong, then you should follow the procedures outlined in the Inotiv Integrity Helpline and Investigations policy. Depending on the situation, first consider consulting with your line manager, local leadership team, a member of Human Resources or the Legal Team. If you feel uncomfortable discussing the issue internally, you can also choose to report your concerns online or by phone using the Inotiv Integrity Helpline via <https://www.inotivco.com/about/ethics-and-compliance/>, which is hosted by an independent. If you so prefer, you may also contact Inotiv's Audit Committee directly about your concern or question, by emailing [auditcommittee@inotivco.com](mailto:auditcommittee@inotivco.com). Your concerns are treated confidentially, and you may report them anonymously if you prefer, where allowed by law.

### 3.11 Waivers

Any waiver of any provision of this Code of Conduct for a member of the Company's Board of Directors or an officer must be approved in writing by the Company's Board of Directors. Any waiver of any provision of this Code of Conduct with respect any other employee, agent or contractor must be approved in writing by the Company's Chief Executive Officer. Any amendment to, or waiver of, a provision of this Code of Conduct that applies to a director or officer will be publicly disclosed as required by applicable law, regulation or requirement of the stock exchange or automated quotation system upon which the Company's common stock is listed, if any.

### 3.12 Disciplinary Actions

The matters covered in this Code of Conduct are of the utmost importance to the Company and its stakeholders, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our employees, agents, contractors and consultants to adhere to these rules in carrying out their duties for the Company.

The Company will take appropriate action against any employee, agent, contractor or consultant whose actions are found to violate the Code of Conduct, and any other policies of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

Adhering to this Code of Conduct is a condition of employment. The Company must have the opportunity to investigate and remedy any alleged violations or employee concerns, and each employee must ensure that the Company has an opportunity to undertake such an investigation.