

ROCHESTER MEDICAL CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS

Rochester Medical Corporation (“Rochester Medical”) is committed to the highest standards of legal and ethical business conduct. This Code of Business Conduct and Ethics summarizes the legal, ethical and regulatory standards applicable to Rochester Medical and serves as a reminder to our directors, officers and employees of the seriousness of that commitment. Compliance with this Code and high standards of business conduct is mandatory for every Rochester Medical employee.

INTRODUCTION

Our business is becoming increasingly complex, both in terms of the geographies in which we function and the laws with which we must comply. To help our directors, officers and employees understand what is expected of them and to carry out their responsibilities, we have created this Code of Business Conduct and Ethics.

This Code is not intended to be a comprehensive guide to all of our policies or to all your responsibilities under law or regulation. It provides general parameters to help you resolve the ethical and legal issues you encounter in conducting our business. Think of this Code as a guideline, or a minimum requirement, that must always be followed. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom of policy conflicts with this Code, you must comply with the Code. If you have any questions about anything in the Code or appropriate actions in light of the Code, you may contact our Chief Financial Officer or the Chair of the Audit Committee.

We expect each of our directors, officers and employees to read and become familiar with the ethical standards described in this Code and to affirm your agreement to adhere to these standards by signing the Compliance Certificate that appears at the end of this Code. Violations of the law, our corporate policies, or this Code may lead to disciplinary action, including dismissal.

I. We Insist on Honest and Ethical Conduct By All of Our Directors, Officers, Employees and Other Representatives

We have built our business based on excellence in products and services: not only developing and manufacturing a broad line of innovative, technologically enhanced, latex-free urinary continence and urine drainage care products for the extended care and acute care markets, but quality employees and representatives who adhere to the very highest standards of honesty, ethics and fairness in our dealings with all of our business contacts. We place the highest value on the integrity of our directors, our officers and our employees and demand this level of integrity in all our dealings. We insist on not only ethical dealings with others, but on the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Fair Dealing

Directors, officers and employees are required to deal honestly and fairly with our customers, suppliers, competitors and other third parties.

Although sales are the lifeblood of any organization, we market our technologies, products and services fairly and vigorously based on our honesty, creativity and ingenuity and the proven quality and reliability of the products. Serving our customers effectively is our most important goal—in the eyes of the customer you are Rochester Medical. In our dealings with customers and suppliers, we:

- prohibit bribes, kickbacks or any other form of improper payment, direct or indirect, to any representative of government, labor union, customer or supplier in order to obtain a contract, some other commercial benefit or government action;
- prohibit our directors, officers and employees from accepting any bribe, kickback or improper payment from anyone;
- limit marketing and client entertainment expenditures to those that are necessary, prudent, job-related and consistent with our policies;
- require clear and precise communication in our contracts, our advertising, our literature, and our other public statements and seek to eliminate misstatement of fact or misleading impressions;
- reflect accurately on all invoices to customers the sale price and terms of sales for products sold or services rendered;
- protect all proprietary data our customers or suppliers provide to us as reflected in our agreements with them; and
- prohibit our representatives from otherwise taking unfair advantage of our customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

To build and maintain our valuable reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services be designed and manufactured to meet our obligations to customers. All inspection and testing documents must be handled in accordance with all applicable regulations.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any of our employees, directors, agents, or family members thereof, unless it: (1) is not a cash gift; (2) is consistent with customary business practices; (3) cannot be construed as a bribe or payoff, and (4) does not violate any laws or regulations. Business gifts given or received should be of nominal value.

Employees should discuss with their supervisors or our Chief Financial Officer any gifts or proposed gifts that they are not certain are appropriate.

Conflicts of Interest; Corporate Opportunities

Our directors, officers and employees are prohibited from personally taking advantage of opportunities that are discovered through the use of corporate property, information or position, and should not be involved in any activity that creates or gives the appearance of a conflict of interest between their personal interests and the interests of Rochester Medical. In particular, without the specific permission of our Audit Committee, no director, officer or employee shall:

- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that:
 - markets products or services in competition with our current or potential products and services;
 - supplies products or services to Rochester Medical;
 - purchases products or services from Rochester Medical; or
 - have any financial interest, including significant stock ownership, in any entity with which we do business that might create or give the appearance of a conflict of interest;
- seek or accept any personal loan or services from any entity with which we do business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or employee's responsibilities to us;
- accept any personal loan or guarantee of obligations from Rochester Medical, except to the extent such arrangements are legally permissible; or
- conduct business on behalf of Rochester Medical with immediate family members, which include spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives.

Conflicts of interest may not always be clear-cut, so if an employee has a question, he or she should consult with his or her supervisor or our Chief Financial Officer. Directors, officers, and employees must notify the Chair of our Audit Committee of the existence of any actual or potential conflict of interest.

Confidentiality and Corporate Assets

Our directors, officers and employees are entrusted with our confidential information and with the confidential information of our suppliers, customers or other business partners. This information may include (1) technical or scientific information about current and future products, services or research, (2) business or marketing plans or projections, (3) earnings and other internal financial data, (4) personnel information, (5) supply and customer lists and (6) other non-public information that, if disclosed, might be of use to our competitors, or harmful to our suppliers, customers or other business partners. This information is our property, or the property of our suppliers, customers or business partners and in many cases was developed at great expense. Our directors, officers and employees shall:

- Not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends;
- Use confidential information only for our legitimate business purposes and not for personal gain;
- Not disclose confidential information to third parties.
- Not use Rochester Medical property or resources for any personal benefit or the personal benefit of anyone else. Rochester Medical property includes the Rochester Medical internet, email, and voicemail services, which should be used only for business related activities, and which may be monitored by Rochester Medical at any time without notice.

All employees, officers and directors should endeavor to protect our assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on our profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Rochester Medical equipment should not be used for non-company business, though incidental personal use may be permitted.

Record-Keeping

We require honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or our Chief Financial Officer. All of our books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Rochester Medical's transactions and must conform both to applicable legal requirements and to our system of internal controls. Unrecorded or "off the books" funds, assets or obligations are prohibited and should not be maintained.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and

companies that can be misunderstood. This policy applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to our record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult our Chief Financial Officer.

II. We Provide Full, Fair, Accurate, Timely and Understandable Disclosure

We are committed to providing our shareholders and investors with full, fair, accurate, timely and understandable disclosure in the reports that we file with the Securities and Exchange Commission. To this end, our directors, officers and employees shall:

- not make false or misleading entries in our books and records for any reason;
- not condone any undisclosed or unrecorded bank accounts or assets established for any purpose;
- comply with generally accepted accounting principles at all times;
- notify our Chief Financial Officer if there is an unreported transaction;
- maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- maintain books and records that accurately and fairly reflect our transactions;
- prohibit the establishment of any undisclosed or unrecorded funds or assets;
- maintain a system of internal controls that will provide reasonable assurances to our management that material information about Rochester Medical is made known to management, particularly during the periods in which our periodic reports are being prepared;
- present information in a clear and orderly manner and avoid the use of unnecessary legal and financial language in our periodic reports; and
- not communicate to the public any nonpublic information except through our Chief Financial Officer or Chief Executive Officer.

See Annex A for additional information regarding our Code of Ethics for Senior Financial Officers.

III. We Comply With all Laws, Rules and Regulations

We will comply with all laws and governmental regulations that are applicable to our activities, and expect all our directors, officers and employees to obey the law. Specifically, we are committed to:

- maintaining a safe and healthy work environment;

- promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex, age, national origin, disability or other factors that are unrelated to the Company's business interests;
- supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
- conducting our activities in full compliance with all applicable environmental laws;
- keeping the political activities of our directors, officers and employees separate from our business;
- prohibiting any illegal payments, gifts, or gratuities to any government officials or political party;
- prohibiting the unauthorized use, reproduction, or distribution of any third party's trade secrets, copyrighted information or confidential information
- prohibiting the sale or export, either directly or through our representatives, of our products to countries where technology related goods such as ours may not be sold; and
- complying with all applicable state and federal securities laws.

Our directors, officers and employees are prohibited from trading our securities while in possession of material, nonpublic ("*inside*") information about Rochester Medical. Our Insider Trading Policy describes the nature of inside information and the related restrictions on trading.

The diversity of our employees, officers and directors is a tremendous asset and resource. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics, sexual preference, religious beliefs, and unwelcome sexual advances.

We strive to provide each of our employees with a safe and healthy work environment and to conduct our activities in full compliance with all applicable environmental laws. Each of our employees 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.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

REPORTING AND EFFECT OF VIOLATIONS

Compliance with this code of conduct is, first and foremost, the individual responsibility of every director, officer and employee. We attempt to foster a work environment in which ethical issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution. It is our responsibility to provide a system of reporting and access when you wish to report a suspected violation, or to seek counseling, and the normal chain of command cannot, for whatever reason, be used.

Administration

Our Board of Directors and Audit Committee have established the standards of business conduct contained in this Code and oversee compliance with this Code.

Training on this code will be included in the orientation of new employees and provided to existing directors, officers, and employees on an on-going basis. To ensure familiarity with the Code, directors, officers, and employees will be asked to read the Code and sign a Compliance Certificate annually.

Reporting Violations and Questions

Directors, officers, and employees must report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to our Chief Financial Officer or the Chair of the Audit Committee of our Board of Directors. Additionally, directors, officers, and employees may contact our Chief Financial Officer or the Chair of the Audit Committee with a question or concern about this Code or a business practice. Any questions or violation reports will be addressed immediately and seriously, and can be made anonymously. The address and telephone number of these individuals are listed in the attachment to this Code.

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. All employees should keep the following steps keep in mind when evaluating a possible violation of the Code:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This question will enable you to focus on the specific situation you are faced with, and the alternatives you may have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? If so, it may help to get others involved and discuss the problem.

- Discuss the problem with your supervisor. This recommendation is basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Rochester Medical resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or in situations where you do not feel comfortable approaching your supervisor with your question, please discuss the issue with our Chief Financial Officer.

Employees should also read our Audit Committee Complaint Procedures for Accounting and Auditing Matters, which describes our procedures for the receipt, retention, and treatment of complaints that we receive regarding accounting, internal accounting controls, or auditing matters.

We will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any violation.

You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, we will take steps to ensure your anonymity will be protected. We do not permit retaliation of any kind against employees for good faith reports of ethical violations.

Our management will investigate any reported violations and will determine an appropriate response, including corrective action and preventative measures, involving the Chair of the Audit Committee or Chief Executive Officer when required. All reports will be treated confidentially to every extent possible.

Consequences of a Violation.

Directors, officers and employees that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include demotion or immediate discharge.

Waivers of the Code

Every effort will be made to resolve potential conflicts of interest or potential violations of this Code when these situations are disclosed promptly to management and the parties involved have acted in good faith. In the unlikely event potential conflicts of this Code cannot be resolved, waivers will only be given for matters where it is absolutely appropriate under the circumstances and granting of such a waiver will not present a material financial or reputational risk to Rochester Medical. Any waiver for executive officers and directors must be approved, in advance, by our full Board of Directors and will be promptly disclosed to our shareholders, along with the reasons for the waiver, as required by applicable law or stock exchange regulation.

(Approved by the Board of Directors on November 18, 2003, as amended November 15, 2007)

Code of Ethics for Senior Financial Officers

Our Chief Executive Officer and Chief Financial Officer and the other senior financial officers performing similar functions who have been identified by our Chief Executive Officer (collectively, the “Senior Financial Officers”) are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports that we are required to file with the Securities and Exchange Commission (“SEC”). In addition to being bound by all other provisions of our Code of Business Conduct and Ethics, our Chief Executive Officer and all Senior Financial Officers are subject to the following specific provisions:

- Each Senior Financial Officer shall act with honesty and integrity in the performance of his or her duties at Rochester Medical, shall comply with laws, rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of our business and our financial reporting.
- Each Senior Financial Officer is prohibited from directly or indirectly taking any action to interfere with, fraudulently influence, coerce, manipulate or mislead our independent public auditors in the course of any audit of our financial statements or accounting books and records.
- Each Senior Financial Officer shall promptly bring to the attention of the internal management disclosure team any material information of which he or she may become aware that could affect the disclosures made by us in our public filings or otherwise assist management in fulfilling its responsibilities.
- Each Senior Financial Officer shall promptly bring to the attention of our internal management disclosure team and the Audit Committee of our Board of Directors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect our ability to record, process, summarize and report financial data, or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in our financial reporting, disclosures or internal controls.
- Each Senior Financial Officer shall promptly bring to the attention of the Audit Committee of our Board of Directors any information he or she may have concerning any violation of this Code by any employee who has a significant role in our financial reporting, disclosures or internal controls.
- Each Senior Financial Officer shall promptly bring to the attention of our Chief Financial Officer and the Audit Committee of our Board of Directors any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations that apply to us and the operation of our business, by us or any of our agents, or of violation of this Code or of these additional procedures.

- Each Senior Financial Officer shall promptly bring to the attention of our Chief Financial Officer and the Audit Committee of our Board of Directors, any material transaction or relationship that arises and of which he or she becomes aware that reasonably could be expected to give rise to an actual or apparent conflict of interest.

Our Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code by our Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, and may include written notices to the individual involved that our Board has determined that there has been a violation, censure by our Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits and termination of the individual's employment.

REPORTING CONTACTS

Names and Addresses (as of November 15, 2007)

Reporting Contacts:

The Chair of our Audit Committee:

Name: Darnell L. Boehm

Address: 1930 Bardsley Place
Monument, CO 80132

Phone: 1-800-218-7420

E-mail: darnellboehm@comcast.net

Chief Financial Officer:

Name: David a. Jonas

Address: One Rochester Medical Drive
Stewartville, MN 55976

Phone: (507) 533-9607

E-mail: djonas@rocm.com

COMPLIANCE CERTIFICATE

I have read and understand the Rochester Medical Code of Business Conduct and Ethics (the “Code”). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I certify to Rochester Medical that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date: _____

Name: _____

Title/Position: _____

Check one of the following:

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.