

Code of Conduct and Ethics

You should report violations of laws, rules, regulations or of this Code of Conduct and Ethics to your immediate supervisor, manager or other appropriate personnel. The Company has a strict policy prohibiting retaliation against any employee who, in good faith, reports violations or suspected violations of ethical practices.

We at Stratagene Corporation, including all of our subsidiaries ("Stratagene" or the "Company"), strive to achieve the highest business and personal ethical standards as well as compliance with all applicable laws and regulations. This Code of Conduct and Ethics (the "Code") applies to all directors, officers and employees of the Company and is intended as an overview of the Company's guiding principles and not as a restatement of Company policies and procedures.

This Code is a statement of goals and expectations for individual and business conduct. It is not intended to and does not in any way constitute an employment contract or assurance of continued employment, and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholder or any other person or entity.

Business and Personal Ethics

We must use the highest ethics to guide our business dealings to ensure that we are always proud to be a part of Stratagene. It is the obligation of each and every director, officer and employee of Stratagene to become familiar with the goals and policies of the Company and integrate them into our business.

Company policy requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Directors, officers and employees must practice honesty and integrity in their dealings with other directors, officers and employees, the public, the business community, shareholders, customers, suppliers and government authorities.

Company policy prohibits unlawful discrimination on account of race, color, age, sex, religion or national origin. All persons shall be treated with dignity and respect.

No director, officer or employee should be misguided by any sense of loyalty to the Company or a desire for profitability that might cause him or her to disobey any applicable law or Company policy. Violation of law or Company policy will constitute grounds for disciplinary action, including, when appropriate, termination of employment.

Fair Dealing

Each director, officer and employee shall endeavor to deal fairly and in good faith with Stratagene customers, shareholders, employees, suppliers, regulators, business partners, competitors and others. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior or any other unfair dealing practice.

Confidential or Proprietary Information

Company directors, officers and employees often learn confidential or proprietary information about the Company or its customers. Company policy prohibits directors, officers and employees from disclosing confidential or proprietary information outside the Company, either during or after their relationship with the Company, without Company authorization to do so. Such disclosure could be harmful to the Company or a customer or helpful to a competitor.

The Company also works with proprietary data of customers, suppliers and joint venture partners. This is an important trust and must be discharged with the greatest care for the Company to merit the continued confidence of its customers and suppliers. No director, officer or employee shall disclose such confidential or proprietary information to non-employees without Company authorization, nor shall any director, officer or employee disclose such information to other directors, officers or employees except on a need-to-know basis.

Protection and Use of Company Assets

Company assets, such as information, materials, supplies, time, intellectual property, software, hardware, and facilities, among other property, are valuable resources owned, licensed, or otherwise belonging to the Company. Safeguarding Company assets is the responsibility of all directors, officers and employees. All Company assets should be used for legitimate business purposes. The personal use of Company assets without permission is prohibited.

Accounting Controls, Procedures and Records

Applicable laws and Company policy require the Company to keep books and records that accurately and fairly reflect its transactions and the dispositions of its assets. In addition, the Company must maintain a system of internal accounting controls that will provide for the reliability and adequacy of its books and records. Failure to meet such requirements may constitute a violation of law.

Only proper transactions may be entered into by the Company and such transactions must have proper management approval. Such transactions must be appropriately accounted for in the books and records of the Company and reports and financial statements of the Company must fairly and accurately reflect such transactions.

Disclosure in documents filed with the United States Securities and Exchange Commission and in all other public communications must be full, fair, accurate, timely and understandable and the financial condition of the Company must be fully and fairly disclosed in such documents. All employees having responsibility for such functions must be familiar with the Company's policies, accounting controls, procedures and records and all applicable rules and must comply with these requirements.

Use and Disclosure of Inside Information

The laws of the United States and many other countries regulate the use and disclosure of material inside information concerning the Company. Information is "inside information" if it has not been publicly disclosed. The Company has policies (based in part on such laws) concerning the use and disclosure of inside information. Company policy prohibits disclosure of material inside information to anyone other than persons within the Company whose positions require them to know such information. Please note that the Company's insider trading policy defines when executives and employees may trade in Company stock.

Improper Payments or Kickbacks

Company policy prohibits commercial bribes, kickbacks and other similar payoffs and benefits paid to or accepted from any suppliers or customers.

Directors, officers, employees and agents are prohibited from receiving, directly or indirectly, anything of significant value, such as free airline tickets from suppliers or otherwise, in connection with a transaction entered into by the Company (other than salary, wages or other ordinary compensation from the Company).

Bribery of suppliers or customers includes any payment for the benefit of any representative of the supplier or customer. It includes:

- gifts of other than nominal value;
- cash payments by directors, officers, employees or third persons, such as agents or consultants, who are reimbursed by the Company;
- the uncompensated use of Company services, facilities or property, except as may be authorized by the Company; and
- loans, loan guarantees or other extensions of credit.

This policy does not prohibit expenditures of reasonable amounts for meals and entertainment of suppliers and customers that are an ordinary and customary business expense, if they are otherwise lawful. Expenditures of this type should be included on expense reports and approved under standard Company procedures.

Improper Influence

Company policy and the U.S. Foreign Corrupt Practices Act prohibit the Company and its directors, officers, employees and agents from corruptly offering or giving anything of value in violation of laws to:

- an official, including any person acting in an official capacity for a government or an official of a public international organization;
- a political party official or political party; or
- a candidate for political office;
- directly or indirectly, for the purpose of influencing any act or decision of these officials in their official capacity or in violation of their lawful duties or to secure any improper advantage in order to help the Company obtain or retain business or direct business to any person.

Conflicts of Interest

Company policy prohibits conflicts between the interests of its directors, officers or employees and the Company. Directors, officers and employees of Stratagene have a duty of loyalty to Stratagene and therefore must avoid any actual or apparent conflicts of interest with the Company. A complete definition of what constitutes a conflict of interest is difficult. A conflict of interest would occur when a director, officer or employee or any person having a close personal relationship with the director, officer or employee:

- obtains a significant financial or other beneficial interest in one of the Company's suppliers, customers or competitors without first notifying the Company and obtaining written approval from the Chief Executive Officer or his or her designee;
- engages in a significant personal business transaction involving the Company for profit or gain, unless such transaction has first been approved in writing by the Chief Executive Officer or his or her designee;
- accepts money, free tickets, gifts of other than nominal value, excessive hospitality, loans or other special treatment from any supplier, customer or competitor of the Company (loans from lending institutions at prevailing interest rates are excluded);
- participates in any sale, loan or gift of Company property without obtaining written approval from the Chief Executive Officer or his or her designee; or
- learns of a business opportunity through association with the Company and discloses it to a third party or invests in the opportunity without first offering it to the Company.

A conflict of interest may arise because of outside directorships, personal use of Company property or obtaining Company services for personal benefit.

Conflicts of interest involving executive officers or directors may be permissible if they are disclosed to and approved by the Audit Committee or a comparable independent body of the Company's Board of Directors.

"Persons having a close personal relationship with the director, officer or employee" refers to the director's, officer's or employee's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, any person living in the same house with the director, officer or employee or any business associate of the director, officer or employee.

Applicable Laws

All Company directors, officers and employees must respect and comply with all applicable laws, regulations, rules and regulatory orders.

Corporate Opportunities

No director, officer or employee may: (a) take for himself or herself personally opportunities that are discovered through the use of Company property, information or position; (b) use Company property, information or position for personal gain; or (c) compete with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Duty to Report and Consequences

Every director, officer and employee has a duty to adhere to this Code of Conduct and Ethics and all existing Company policies and to report to the Company any suspected violations in accordance with applicable procedures. You may in good faith report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected, subject to applicable laws.

Conflicts of interest and all other suspected violations of this Code must be promptly reported to the Company. Please contact our Senior Director, Human Resources at (858) 535-5400, ext. 15077 or our Chief Financial Officer at (858) 535-5400, ext. 15419 to report any such violation.

The Company will investigate any matter so reported and will take appropriate disciplinary and corrective action to maintain the prompt and consistent enforcement of this Code. Any individual who violates this Code is subject to disciplinary action, up to and including termination, and civil and criminal prosecution, if appropriate. The Company forbids retaliation against any director, officer or employee who reports violations of this Code of Conduct and Ethics in good faith.

Scope

No Company policy can provide definitive answers to all questions. This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise. If you have questions regarding any of the Company's goals or standards contained in this Code or are in doubt about the best course of action in a particular situation, you should contact our Senior Director, Human Resources at (858) 535-5400, ext. 15077 or our Chief Financial Officer at (858) 535-5400, ext. 15419.

Any changes to this Code or waivers of this Code for the directors or executive officers may be made only by the Board of Directors and must be publicly disclosed as required by law or stock listing requirements.