

IRIS INTERNATIONAL, INC. CODE OF BUSINESS CONDUCT AND ETHICS

Approved by the IRIS International, Inc. (the "Company") Audit Committee (the "Committee") on April 24, 2008.

We have always prided ourselves on maintaining the highest ethical standards and we have always had certain policies essential to maintaining our high standards. We believe that our employees are aware of our commitment to ethics, and that they have worked and will work hard to meet this commitment. However, to formalize our commitment to certain critical policies cited by the SEC, our Board of Directors has adopted this Code of Business Conduct and Ethics. This Code of Business Conduct and Ethics is not intended to cover all Company policies and procedures. You must also comply with our other policies and procedures set out in our Employee Handbook and elsewhere.

COMPLYING WITH LAWS

Each of our employees should respect and comply with all applicable laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions in which we conduct business. This is true even if your supervisor or anyone in management has directed you otherwise. If you are ever unsure about the legal course of action, please immediately request assistance

from your supervisor, Chief Financial Officer, CEO, or any member of the Audit Committee of the Board of Directors.

The laws with which you must comply include insider trading laws relating to transactions in our stock. Some of your specific responsibilities are set out in our Insider Trading Policy. Generally, you are not permitted to buy, sell or otherwise trade in our securities without specific permission from our Chief Financial Officer, and then only during specified periods. Please carefully read our Insider Trading Policy in full and contact the Chief Financial Officer, CEO, or any member of the Audit Committee if you have questions.

CONFIDENTIALITY

You must maintain the confidentiality of all sensitive information entrusted to you, including all non-public information whose disclosure might be of use to our competitors, or harmful to us or our customers. Some of your specific responsibilities are set out in our Confidentiality and Non-Solicitation Policy. Please carefully read our Confidentiality and Non-Solicitation policy in full and contact the Chief Financial Officer, CEO, or any member of the Audit Committee if you have questions about it.

FOREIGN CORRUPT PRACTICES

Under the U.S. Foreign Corrupt Practices Act and our policies, you are strictly prohibited from giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain or retain business. In addition, you are strictly prohibited from giving U.S. government officials business gratuities or gifts. You should be aware that the U.S. government can and has imposed criminal sanctions on individuals and entities that have improperly given gifts to U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift or other gratuity would not only violate our policies, but might also be a criminal offense. Please contact the Chief Financial Officer, CEO, or any member of the Audit Committee if you believe improper gifts have been, are being, or will be made by our employees or directors.

FAIR DEALING

We seek to outperform our competition fairly and honestly and seek competitive advantages through superior performance. We do not use unethical or illegal business practices to compete. Making unauthorized gifts or gratuities, extravagant entertaining, stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing

such disclosures by past or present employees of other companies is prohibited. Making unauthorized gifts or gratuities to federal, state and local officials is strictly prohibited by law and criminal sanctions may and have been levied against individuals and entities that partake in such activities. You should endeavor to deal fairly with our customers, suppliers, competitors, officers and employees. You should never take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

INVESTIGATIONS AND STUDIES

The Committee shall have the authority and sufficient funding to retain special legal, accounting or other consultants (without seeking Board approval) to advise the Committee. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Committee in any such investigations or studies. The Committee shall have sole authority to negotiate and approve the fees and retention terms of such independent counsel or other consultants.

PUBLIC COMPANY REPORTING

As a public company, our filings with the SEC must be accurate and timely. Whether or not you are directly involved in that process, you have several responsibilities:

Depending upon your position, you may be called upon to provide information to assure that our public reports are complete, fair and understandable. We expect you to take this responsibility very seriously and to provide prompt, accurate and complete information that you are requested or required to provide, related to our public disclosure requirements.

Our books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect our transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Additionally, 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 the General Counsel, Chief Financial Officer, CEO, or any member of

the Audit Committee immediately.

Our public reports should fairly and accurately reflect what is happening at our company. If you believe they do not, you have a responsibility to bring your concerns to the attention of the Chief Financial Officer, CEO, or any member of the Audit Committee.

Because of the importance of this issue, the Audit Committee of our Board of Directors has adopted the following provision to its charter, which is binding on every employee or consultant of the Company:

"Every employee of or consultant to the Company who has, or who hears expressed by another person, any concerns about the manner in which the Company's financial statements or public reports are prepared, the sufficiency of its internal accounting controls, the honesty or competence of its financial management or independent auditors or any other matter within the purview of the Audit Committee is directed and strongly encouraged to report the matter promptly to any member of the Audit Committee. The Audit Committee will attempt to keep the name of the person reporting the potential issue confidential to the extent requested by that person and not inconsistent with the best

interests of the Company. The Audit Committee will not tolerate retaliation against any person who reports potential issues to the Audit Committee in good faith."