



BECKMAN COULTER CODE OF ETHICS

The Board of Directors of Beckman Coulter, Inc., (with its subsidiaries, the "Company") has adopted this code of ethics (this "Code") to:

- Promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- Promote full, fair, accurate, timely and understandable disclosure;
- Promote compliance with applicable laws and government rules and regulations;
- Ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information; and
- Deter wrongdoing.

All directors¹, officers and employees of the Company are expected to be familiar with the Code and to adhere to the principles and procedures set forth in the Code that apply to them. The Company's more detailed policies, procedures, guidelines and standards of conducts are subordinate to this Code.

For purposes of this Code, the "Code of Ethics Contact Person" will be the organization indicated for the individuals and issues stated:

TYPE OF ISSUE	CODE OF ETHICS CONTACT
Accounting matters	Audit & Finance Committee of the Board of Directors ²
Internal control matters	Audit & Finance Committee of the Board of Directors ²
Auditing matters involving company officers	Audit & Finance Committee of the Board of Directors ²
All other matters involving directors and/or company officers	Nominating & Corporate Governance Committee of the Board of Directors ²
All other matters	The Director of the Internal Audit Services Department
Matters involving all other employees (except directors and/or company officers)	The Director of the Internal Audit Services Department

¹Throughout this Code of Ethics, reference to 'directors' means members of the Board of Directors, not employees whose job titles contain the word 'director'.

²via the Compliance Communication Line

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From time to time, the Company may waive some provisions of this Code. Any waiver of the Code for executive officers or directors of the Company may be made only by the Nominating and Corporate Governance Committee of the Board and must be promptly disclosed as required by the rules of the Securities and Exchange Commission (the "SEC") or the New York Stock Exchange (the "NYSE"), as applicable.

I. HONEST AND CANDID CONDUCT

Each director, officer and employee owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit and subordination of principle are inconsistent with integrity.

Each director, officer and employee must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- Observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Company policies.
- Adhere to a high standard of business ethics.

II. DISCLOSURE

Each director, officer or employee involved in the Company's disclosure process, including the Chief Executive Officer, the Chief Financial Officer and the Chief Accounting Officer (the "Senior Financial Officers"), is required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules.

In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

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Each director, officer or employee who is involved in the Company's disclosure process, including without limitation the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

III. COMPLIANCE WITH LAW

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations.

IV. CONFLICT OF INTEREST

All directors, officers, and employees of the Company have a duty to the Company to further its aims and goals and to work on behalf of its best interests. A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed with the Code of Ethics Contact Person. Conflicts of interest should, wherever possible, be avoided. While it is not possible to discuss every circumstance that may lead to a conflict of interest, the following are common examples:

- The holding by a director, officer, or employee or any member of his or her immediate family of any substantial financial interest in any enterprise which has material business dealings (e.g.: suppliers, and customers) with the Company or which engages in any field of activity engaged in by the Company, without written approval of, in the case of a director or officer, the Code of Ethics Contact Person, and in the case of an employee, two levels of supervision and the General Counsel of the Company or his designee. Interests of less than \$10,000 in such an enterprise or which, regardless of value, amount to less than 1% of a publicly traded company are not to be considered substantial.

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- Acting as a director, officer, or employee for any business or other institution with which the Company has a competitive or material business relationship without the written approval of, in the case of a director or officer, the Code of Ethics Contact Person, and in the case of an employee, two levels of supervision and the General Counsel of the Company, or his designee. A director or officer should report to the Code of Ethics Contact Person, and an employee should report to his or her supervisor, any situation where members of the person's immediate household hold such positions which will be subject to the same approval requirements.
- Engaging in any outside activity which materially decreases the impartiality, judgment, effectiveness, or productivity expected from such person in his or her job or in his or her position as director.
- Acceptance, directly or indirectly, by a director, officer, or employee or any member of such person's immediate family, of any gift (other than one of nominal value that is customarily offered), or gift of money in any amount or excessive entertainment from suppliers of materials or services to the Company.

V. CORPORATE OPPORTUNITIES

Directors, officers and employees owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, directors, officers and employees are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

While it is not possible to list every circumstance in which concern about corporate opportunities may arise, following are two examples of prohibited activities in connection with corporate opportunities:

- Knowing competition with the Company in the purchase or sale of any kind of property, tangible or intangible.
- Diversion from the Company, for the employee's own direct or indirect benefit, of a business opportunity in which the Company has or is likely to have an interest.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Directors, officers and employees who intend to make use of

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Company property or services in a manner not solely for the benefit of the Company or for other business or personal endeavors from which such director, officer, or employee might materially benefit must consult beforehand with the Code of Ethics Contact Person and receive the written approval of, in the case of a director or officer, the Code of Ethics Contact Person, and in the case of an employee, two levels of supervision, before using Company assets in such a manner.

VI. INSIDE INFORMATION & CONFIDENTIALITY

In carrying out the Company's business, directors, officers, and employees often learn confidential or proprietary information about the Company, its current or potential customers, suppliers, joint venture parties, licensors or other parties with whom the Company may come in contact.

Directors, officers, and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of the Company, and of other companies or persons, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

The use of material inside information about the Company and its business plans in connection with the purchase or sale of Beckman Coulter stock (or the securities of an unaffiliated company in which the Company is considering an investment or some other business arrangement) is strictly prohibited. Any such use or disclosure of information may constitute a violation of the Securities Exchange Act of 1934 and subject the director, officer or employee to civil and criminal penalties.

Inside information is any information about a company or its business activities not generally known to the public and which could affect a decision to buy, sell or hold the company's stock. This includes confidential information about the Company that a director, officer or an employee may learn as part of his or her job and information about any other company to which such director, officer, or employee may be exposed in his or her work.

While it is impractical to establish an absolute rule in determining what constitutes material information, examples of information that may be regarded as material are:

- Proposed significant mergers and acquisitions or sales of businesses.
- Omission of dividends or other changes in dividend policy.
- Earnings which are significantly higher or lower than expectations.
- Acquisition or loss of a significant contract.

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- Major management changes.
- Significant changes in capital investment plans.
- Purchase or sale of a significant asset.
- Incurring significant debt or sale of significant amounts of securities of the Company.
- Initiation and subsequent developments in significant litigation in which the Company is a party.
- Marketing of significant new products.

Until material information has been publicly disseminated, no director, officer, or employee with knowledge of the information is permitted to buy or sell securities of the Company or any other securities to which the information may be material. It is important to recognize that the prohibition against trading is not limited to the Company's stock, but also extends to securities of other companies, such as prospective acquisition or merger candidates and business partners, about which a director, officer or employee may obtain material information in the course of his or her employment.

The restriction on trading on the basis of nonpublic material information extends to any member of a director's, officer's or employee's family, anyone acting on an employee's behalf, and anyone to whom such a director, officer or employee has disclosed the information.

If there is any question whatsoever as to whether information is material or whether it has been publicly disseminated, a director, officer or employee should take the initiative to consult with a Company attorney prior to initiating any securities trade or discussing any significant information with anyone outside the Company.

VII. USE OF COMPANY FUNDS AND ASSETS, RECORDKEEPING AND ANTI-CORRUPTION

All directors, officers and employees should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

The funds or assets of the Company may not be used for any unlawful or improper purpose. Examples of prohibited uses include:

- Illegal kickbacks or bribes to or from customers or vendors,
- Illegal Company political contributions to candidates, parties or government officials, and

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- Any payment, offer or promise of anything of value to anyone for the purpose of inducing the recipient or anyone else to misuse their position or otherwise provide an improper advantage for the Company or any other party.

Legal political contributions by the Company are also prohibited unless authorized by the Chief Executive Officer.

The Company's books and records must be maintained in reasonable detail, and must accurately and fairly reflect the transactions and dispositions of the assets of the Company. In this regard:

- Records must reflect the identity of the true and intended recipient of any payment of funds or transfer of Company assets.
- No undisclosed or unrecorded fund or asset of the Company will be established for any purpose.
- No false or artificial entries will be made in the books and records of the company for any reason, and no director, officer, or employee will engage in any arrangement that results in such prohibited act.
- No payment on behalf of the Company will be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.
- Payments on behalf of the Company should be made only in the country in which services were performed unless a lawful business purpose exists for making the payment in a different country and it has been determined that the offshore payment will not constitute or contribute to tax evasion or violate or improperly evade currency controls or other laws related to transfers of funds. In situations in which services are performed in more than one country and payment is to be split between the countries within which such services were provided, the payments should be split on substantially the proportion as the services provided.

Activities that are prohibited if undertaken directly may not be pursued indirectly through agents, contractors or affiliates of Beckman Coulter or any other party.

Any director, officer, or employee having information or knowledge of any unrecorded fund or asset or any prohibited act will promptly report such matter to the Code of Ethics Contact Person.

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VIII. ANTITRUST, COMPETITION, AND RESTRAINT OF TRADE

We have a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices.

The Company is committed to free and open competition in the marketplace and strict adherence by all employees to the letter and spirit of the antitrust laws of the United States and with competition laws of any other country or group of countries which are applicable to the Company's business.

The antitrust laws are complex and difficult to interpret. They also have application to a very broad range of Company activities. The following examples are not intended to be exhaustive and are only a general guide to antitrust compliance.

No director, officer, or employee will:

- Discuss with a competitor prices, pricing policy or related issues, or exchange any price information, or the prices or pricing practices of dealers, distributors, wholesalers, or customers.
- Agree with a customer on the resale price; imply that such resale price is a condition of sale, contract renewal, or advertising allowance; or discuss with or imply to a customer that the Company will attempt to influence the pricing of another customer or competitor.
- Engage in group boycotts or divide or allocate customers, territories or production with a competitor.
- Sell any product on the condition, understanding, or agreement that the customer must purchase another product from the Company.
- Engage in predatory pricing or discriminate in prices or terms of sale, for like goods, between competing customers to the injury or damage of the disfavored customers, or induce a seller to so discriminate in favor of the Company, as purchaser.
- Publish advertising or promotional claims that may not be fair, accurate and, where appropriate, supported by actual studies or data.

Directors, officers or employees should take the initiative to consult a Company attorney prior to taking action whenever the proper course of conduct is in doubt.

None of the above principles are inconsistent with or detract from the Company's use of the patent system, including the proper acquisition, enforcement, and licensing of patents throughout the world.

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IX. SCOPE

This Code of Ethics applies to all directors, officers, and employees worldwide.

X. CERTIFYING COMPLIANCE

Annual certification of compliance with this policy is required of all directors, officers and management employees and other employees in particularly sensitive areas, such as purchasing, internal audit, and accounting, as designated by the chief financial officer. Any director, officer, or employee required to comply with the annual certification requirement under this policy will certify compliance through the date of his or her termination of employment with the Company. The certification process will be initiated and coordinated by the Internal Audit Services Department and will be subject to internal audit. The original certification documents will be held in the Audit Services Department.

XI. REPORTING AND ACCOUNTABILITY

The Nominating and Corporate Governance Committee is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any director, officer or employee who becomes aware of any existing or potential violation of this Code is required to notify the Code of Ethics Contact Person promptly. Failure to do so is itself a violation of this Code.

Any questions relating to how this Code should be interpreted or applied should be addressed to the Code of Ethics Contact Person. A director, officer or employee who is unsure of whether a situation violates this Code should discuss the situation with the Code of Ethics Contact Person to prevent possible misunderstandings and embarrassment at a later date.

Each director, officer or employee must:

- Notify the Code of Ethics Contact Person promptly of any existing or potential violation of this Code.
- Not retaliate against any other director, officer or employee for reports of potential violations that are made in good faith.

Reports of violation of this Code also may be made through the "Do the Right Thing" Compliance Communication Line by telephone, online through Odyssey, Beckman Coulter's employee intranet, or in writing. Reports may be submitted anonymously. Information in a report will be shared only with those individuals who need to be involved with investigating the report or preparing a response to a compliance problem.

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The Nominating and Corporate Governance Committee and Internal Audit Services Department will take all actions they consider appropriate to investigate any violations reported to them. If a violation has occurred, the Company will take such disciplinary or preventive action as it deems appropriate, after consultation with the Nominating and Corporate Governance Committee, in the case of a director or executive officer, or the Internal Audit Services Department, in the case of any other employee.