



Charles River | Code of Business Conduct and Ethics



**Our Vision:**

Be the world's leading early development  
contract research organization

**Our Mission:**

Help our clients bring new drugs to market





### A Message From Jim Foster

The ongoing success of our Company depends on our continued and shared commitment to ethical business practices in all of our activities throughout our global business. Compliance with both the letter and the spirit of applicable laws and the highest ethical standards helps us meet the expectations of our clients, attract and retain outstanding employees and deliver value to our shareholders.

The Charles River Code of Business Conduct and Ethics describes our core values and outlines the requirements and expected behavior for all of us who work for or on behalf of the Company. It also describes the ethics and compliance resources that are available to us to help us make the right choices, and which aid us in fostering a culture of honesty and accountability. One of Charles River's most valuable assets is our reputation, and we are dependent on every one of us to ensure that we preserve its value.

**Please read this Code carefully.** If you have a concern, if you are not sure what is right in a particular situation or you think others in our Company might be breaking the rules, speak up. Discuss your questions or concerns with your manager or any of the other resources described in the Code. This includes our Office of Legal Compliance, which is found within our Corporate Legal Department.

Operating our business with the highest ethical standards is a priority at Charles River. Working together, we can ensure continued success. Each of us, through our daily actions, plays a role in determining what kind of Company we are. I thank you for your dedication and commitment to making Charles River a great company and for your continuing efforts to help us achieve our mission and values.

Sincerely,

James C. Foster

Chairman, President and Chief Executive Officer  
Charles River Laboratories International, Inc.

## AT CHARLES RIVER, WE ARE COMMITTED TO . . .

### **WORKING TOGETHER WITH DIGNITY, DECENCY AND RESPECT IN A SAFE AND SECURE WORKPLACE**

We cultivate a safe and secure work environment that nurtures a spirit of teamwork so employees can do their best work. We act in a responsible and professional manner and treat our co-workers and our business partners with dignity, decency and respect.

### **ACTING IN THE BEST INTERESTS OF THE ANIMALS IN OUR CARE, OUR CLIENTS AND THE PUBLIC**

We are focused on the humane care and use of the animals in our care and providing clients with exactly what they need to accelerate and enhance their drug research and development efforts in order to advance new therapies faster and more cost efficiently.

### **INTEGRITY IN ALL OF OUR BUSINESS DEALINGS**

We keep the interests of the Company front and center at all times and avoid actions that may result in Charles River receiving less than our full efforts. We do not bribe or use any other means to improperly influence the decisions of clients, prospective clients, government officials or other business partners – even where these actions may be widely accepted or expected.

### **PROTECTING INFORMATION AND OTHER ASSETS**

We use Charles River assets in a responsible way, for business purposes, and avoid waste, loss and damage. We also protect Company assets against theft and misuse and safeguard assets that our clients and other business partners have entrusted to us.

### **HONESTY AND TRANSPARENCY THROUGHOUT OUR GLOBAL OPERATIONS**

We are honest and transparent in our communications with the public and our interactions with governments, competitors and business partners throughout our global operations. Our reputation and the success of our business depend on it.

## **Our Ethics and Compliance Resources**

We have a number of resources at Charles River that help us make good decisions. If you have a question or concern related to ethics or compliance at Charles River, contact:

- Any Charles River manager
- Your local Human Resources Department or the Corporate Human Resources Department
- Our Office of Legal Compliance
- Our General Counsel
- The Charles River Hotline (link available on iConnect)

For specific contact information, please see the last pages of this Code. The policies referenced in the Code are available at <http://iconnect.criver.com/compliancepolicies>.





## Table of Contents

ii	A Message from Jim Foster	18	No Bribery or Corruption
<b>2</b>	<b>OUR CODE AND YOUR RESPONSIBILITIES</b>	19	Fiduciary Duties of Directors and Officers
<b>3</b>	Why Do We Have a Code of Business Conduct and Ethics?	<b>20</b>	<b>PROTECTING INFORMATION AND OTHER ASSETS</b>
<b>3</b>	To Whom and Where Does the Code Apply?	<b>21</b>	Proprietary and Confidential Information of the Company and Our Clients
<b>4</b>	How Should You Use the Code?	<b>22</b>	Personal Data and Privacy
<b>4</b>	Ethics and Compliance Resources: Seeking Help and Raising Concerns	<b>23</b>	Information and Communication Systems and Devices
<b>6</b>	What Happens When Someone Violates the Code?	<b>23</b>	Preparing and Maintaining Accurate Records
<b>6</b>	Our Commitment to Non-Retaliation	<b>25</b>	Intellectual Property
<b>7</b>	<b>WORKING TOGETHER WITH DIGNITY, DECENCY AND RESPECT IN A SAFE AND SECURE WORKPLACE</b>	<b>25</b>	Other Company Assets
<b>8</b>	Promoting Fair Employment Practices – Discouraging Discrimination and Harassment	<b>25</b>	Dealing in Securities: Insider Trading
<b>9</b>	Promoting a Safe, Healthy and Secure Workplace	<b>27</b>	<b>HONESTY AND TRANSPARENCY THROUGHOUT OUR GLOBAL OPERATIONS</b>
<b>10</b>	<b>ACTING IN THE BEST INTERESTS OF THE ANIMALS IN OUR CARE, OUR CLIENTS AND THE PUBLIC</b>	<b>28</b>	Protecting Our Reputation with Accurate Communications; Proper Use of Social Media
<b>11</b>	Compliance with Laws and Policies Relating to the Animals in Our Care	<b>28</b>	Fair Dealing and Fair Competition
<b>11</b>	Humane Treatment of Animals	<b>29</b>	Government Contracting
<b>12</b>	Biosecurity	<b>30</b>	International Trade Regulation, Bans and Restrictions
<b>12</b>	Product Quality	<b>30</b>	Political Activity, Lobbying and Government Inquiries and Investigations
<b>12</b>	Corporate Social Responsibility	<b>31</b>	<b>OTHER INFORMATION</b>
<b>13</b>	<b>INTEGRITY IN ALL OF OUR BUSINESS DEALINGS</b>	<b>32</b>	Acknowledgments and Reaffirmations
<b>14</b>	Avoiding Conflicts of Interest	<b>32</b>	Amendments and Waivers
<b>16</b>	Appropriate Gifts and Entertainment	<b>33</b>	<b>OUR ETHICS AND COMPLIANCE RESOURCES AND OTHER IMPORTANT CONTACTS</b>
		<b>35</b>	<b>INDEX</b>





## Our Code and Your Responsibilities



## OUR CODE AND YOUR RESPONSIBILITIES

### Why Do We Have a Code of Business Conduct and Ethics?

At Charles River,<sup>1</sup> we focus on providing clients with exactly what they need to improve and expedite the discovery and early-stage development of new therapies for the patients who need them. Compliance with legal requirements and standards of honesty, safety, fairness and integrity are central to our success.

The Charles River Code of Business Conduct and Ethics (Code) explains many of the basic rules that apply to our business and describes the responsibility we share for maintaining a positive and ethical work environment. It also identifies resources we can use to ask questions or raise concerns about legal compliance or ethical business conduct. You should read and understand the Code and apply it to your daily actions. Refer to the Code if you have questions or need guidance in making the right decisions.

### To Whom and Where Does the Code Apply?

The Code applies to **all employees, officers and directors** of Charles River. It also applies to our consultants and agents in the work they do for the Company. In addition, we expect our suppliers, vendors, and other business partners to comply with the high ethical and legal standards described in the Code.

The Code applies **everywhere we do business**. It applies in our facilities, the facilities of our clients when we work there and during all other work-related activities wherever located, including offsite events and business trips. It applies in our dealings with our shareholders, the public, governments and even our competitors. In other words, it applies any time we represent Charles River.

As a global company, headquartered in the United States, some of our activities are regulated by both U.S. laws and host country laws and regulations. If you are not sure which laws or policies apply, or you think that there may be a conflict between applicable laws or between local laws and our policies, you should ask your manager or the Office of Legal Compliance for help. Regardless of where you are located, Charles River's commitment to the highest ethical standards applies.

<sup>1</sup> References to Charles River, CRL or the Company include Charles River Laboratories International, Inc. and all of our subsidiaries and affiliates.

## Your Responsibilities

You are responsible for understanding and complying with the Code.

- Be familiar with the information and standards set out in the Code and understand the specific policies that apply to your job.
- Comply with the Code and all applicable laws, regulations and policies.
- Act in a professional, honest and ethical manner in your work on behalf of Charles River.
- Ask for help when you have questions or concerns about ethics or compliance, or you are not sure about what you should do in a specific situation.
- Promptly report possible violations of laws, regulations or the Code using the Company's Ethics and Compliance Resources. See the last pages of this Code for descriptions of resources you can use to ask questions or report concerns.
- Complete required compliance and ethics training and certifications.



## Additional Responsibilities of Charles River Managers and Senior Leaders

If you are in a management/leadership position at Charles River, you have additional responsibilities.

- Serve as a role model and set the tone for appropriate behavior at Charles River.
- Help ensure that your employees are aware of the importance and requirements of the Code and Company policies about legal compliance and ethics.
- Help your employees comply with the requirements of the Code, providing guidance about the Code and Charles River's values.
- Promote a work environment that encourages honest and open communications about the Company's expectations.
- Review questions and reports you have or receive about the Code with your managers and report possible violations of laws, regulations or the Code to the Corporate Legal Department and make sure the issues are addressed.



## How Should You Use the Code?

The Code provides guidelines for you to use in handling issues that may come up in your work and to aid you in making the right decisions. It cannot, however, answer every question or address every situation. If you have a question or concern about the proper conduct for you or anyone else and cannot find an answer in the Code, check to see if you have the facts you need to make a decision, think about who could be affected and then ask yourself:

- Would the action violate any law or regulation?
- Is it appropriate, honest and consistent with Charles River's values?
- Could it damage the Company's reputation?
- How would I feel if I saw a report about it in a newspaper or on the internet?
- How would I feel if my family knew about the action I chose to take?

In most cases, if something seems unethical or improper, it probably is. But, if you are still not sure about what you should do, work with your manager or ask for help from any of the Company's other Ethics and Compliance Resources. You are encouraged to seek answers to any questions about the Code *prior* to taking any action that concerns you or that you suspect may be a violation of the Code.

## Ethics and Compliance Resources: Seeking Help and Raising Concerns

Asking questions and raising concerns will help Charles River anticipate and avoid potential problems and address issues that may come up promptly and in an appropriate way. If you suspect that something is wrong, you have an obligation to speak up.





## Ethics and Compliance Resources

You can raise your questions and concerns about the Code and any legal compliance and ethics issues in a number of different ways:

- Employees can ask questions and raise concerns with:
  - Any Charles River manager
  - Your local Human Resources Department
  - The Corporate Human Resources Department
- Contact the Office of Legal Compliance c/o the Corporate Legal Department by phone at 1-781-222-6273, via email at [compliance@crl.com](mailto:compliance@crl.com) or by mail addressed to Corporate Vice President, Legal Compliance, Charles River Laboratories International, Inc., 251 Ballardvale Street, Wilmington, MA 01887.
- Speak with our General Counsel by phone at 1-781-222-6000, via email or by mail addressed to General Counsel, Charles River Laboratories International, Inc., 251 Ballardvale Street, Wilmington, MA 01887.
- Use the Charles River Hotline which is managed by an independent third party and available 24 hours a day, 7 days a week. The Hotline allows you to communicate issues of compliance, fraud, safety or inappropriate behavior at Charles River while protecting your anonymity where legally permitted. You can call toll free or file a report on the internet, using the information at the last pages of the Code or at <https://secure.ethicspoint.com/domain/media/en/gui/7590/index.html>. If you choose to make an anonymous report, you should provide enough information to allow the Company to conduct an appropriate investigation. Questions on the Charles Rivers Hotline will be tailored based on applicable local laws and regulations.

For reports about questionable accounting, internal accounting controls or auditing matters, contact the General Counsel, our Internal Audit department, or use the Charles River Hotline. For more information, see our *Policies on Complaints of Accounting, Internal Accounting Controls and Auditing Matters*, including the *Policy* for employees in France, Germany, Italy and Spain.

You will find additional contact information for our Ethics and Compliance Resources and other important contacts on the last pages of the Code and on the Company's intranet site at <http://iconnect.criver.com/compliancepolicies>.

## Q&A:

**Q:** *I don't think that my manager treats me the right way. He criticizes my work which makes it hard for me to do my job. He asks me to do things that I think are a waste of time. What should I do? Should I call the Charles River Hotline?*

**A:** The Company provides several different resources to address issues that come up in your job, but first and foremost we have an open door culture. As a first step, we encourage you to raise your concerns with your local Human Resources Department. That is usually the best way to handle disagreements with your manager and other human resource matters.

Your questions and reports about the Code, compliance and ethics will be taken seriously. They will be handled promptly and confidentially, to the extent possible, considering the requirements of the investigation, applicable law and the Company's data privacy policies. Each of us is required to cooperate in all investigations of misconduct or unethical behavior at Charles River.

If you make your report using the Charles River Hotline, it will be forwarded to representatives of the Office of the General Counsel, Internal Audit and the Office of Legal Compliance, as well as the Chairperson of the Audit Committee of our Board of Directors, and reviewed promptly to decide whether an informal inquiry or an investigation should be initiated. If you make an anonymous report using the Charles River Hotline, the people reviewing your report may use the Hotline system to ask you additional questions.

### **What Happens When Someone Violates the Code?**

Anyone who violates the Code may be subject to disciplinary action, up to and including termination of employment. In some situations, violations may also result in civil or criminal penalties for you, your manager and/or the Company.

### **Our Commitment to Non-Retaliation**

We will not tolerate retaliation against anyone who raises good faith concerns about a violation of the law, the Code or Company policy. That simply means that you believe that the information you are reporting is true. Company resources should never be used to make a report that you know is false or misleading. Concerns about retaliation directed toward anyone who honestly reports a concern should be reported immediately to the General Counsel or the Office of Legal Compliance for appropriate action.

## **Q&A:**

**Q:** *My manager has done nothing when concerns about possible misconduct are brought to her attention, and I have heard she makes things difficult for employees who have raised questions. I think one of my co-workers has done something that violates the Code. What should I do?*

**A:** **Speak up.** Our Code says that you should report your concerns and that you can make reports in good faith without fear of retaliation. While starting with your manager is usually the best way to address concerns, if you don't believe it is appropriate or you do not feel comfortable doing so, you should talk to another manager, your local Human Resources Department or the Corporate Human Resources Department, or the Office of Legal Compliance.







**Working Together with Dignity, Decency and  
Respect in a Safe and Secure Workplace**



## WORKING TOGETHER WITH DIGNITY, DECENCY AND RESPECT IN A SAFE AND SECURE WORKPLACE

*At Charles River, we cultivate a safe and secure work environment that nurtures a spirit of teamwork so employees can do their best work. We act in a responsible and professional manner and treat our co-workers and our business partners with dignity, decency and respect.*

### Promoting Fair Employment Practices – Discouraging Discrimination and Harassment

At Charles River, we are committed to maintaining a positive and fulfilling work environment. We believe that equal opportunity, fair treatment and diversity are central to achieving our goals. With diverse teams, we are able to enrich our company as we work together to help our clients develop new drugs and therapies faster.

We do not discriminate in our business relationships based on age, race or ethnicity, gender or sexual orientation or any other legally protected characteristic. Instead, all employment decisions will be based on your overall qualifications and ability to meet the requirements of the position. For more information, contact your local Human Resources Department and review the anti-discrimination policy that applies to your site (such as, in the United States, the *Affirmative Action and Equal Employment Opportunity Policy*).

Charles River does not tolerate harassment or bullying of any kind in the workplace. Harassment is any unwelcome conduct that is coercive, intimidating, humiliating or embarrasses a colleague or business partner. Harassment directed against anyone based on protected characteristics is against the law in the U.S. and in many other countries in which we do business.

### Did You Know?

Our policies, and the laws in many of our locations, prohibit discrimination and harassment based on legally protected characteristics. Depending on the laws of your country, these may include:

- Race
- Religion
- Ethnic origin or ancestry
- Sexual orientation
- Marital, familial or civil status
- Political views
- Disability (including pregnancy and maternity)
- Color
- Gender
- Age
- Military or veteran status
- Language
- Thought or belief
- Nationality

Sexual harassment is harassment that is perceived to be based on a person's gender or is sexually-based behavior. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute harassment when:

- Submission to that conduct is made either explicitly or implicitly a term or condition of employment;
- Submission to or rejection of that conduct by an employee is used as the basis for employment decisions affecting that employee;
- That conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile, humiliating or offensive work environment.



## Q&A:

**Q:** *One of my co-workers is often rude and insulting. Sometimes, he loses his temper when he gets frustrated. He also teases me about my accent. I don't want to lose my job. What can I do?*

**A:** **Speak up. We do not tolerate bullying or harassment of any kind at Charles River. We are especially concerned when this type of conduct may be directed against anyone based on protected characteristics such as national or ethnic origin.**

If you experience or witness any form of discrimination or harassment in your work with Charles River, immediately report the matter to your manager (or any other manager with whom you feel comfortable) or your local Human Resources Department. If you prefer, you can contact the Corporate Human Resources Department or the Office of Legal Compliance. The matter you report will be handled promptly and, to the extent possible, confidentially. Charles River prohibits retaliation against employees who make a good faith report of discrimination or harassment, or are involved in or act as witnesses in an investigation of a complaint about discrimination or harassment.

### Promoting a Safe, Healthy and Secure Workplace

#### *Working Safely*

Charles River takes workplace safety issues seriously, and strives to provide a safe workplace for all employees. Ultimately, however, maintaining safety in the workplace is a personal responsibility. Each of us is responsible for knowing the rules and complying with all health and safety procedures that apply to our jobs. We must do our jobs in a way that promotes a safe work environment. If we learn of an unsafe condition that cannot be immediately corrected, we must report it to our manager. We are encouraged to identify ways to improve the safety of our operations.

### *Protecting the Environment and Sustainability*

Charles River is committed to protecting the environment and conducting our business in an environmentally sustainable manner. We adhere to local environmental regulations such as waste disposal, water discharges and air emissions. In addition, we pursue solutions that include environmentally sustainable products and services that align with our business objectives. These include biopreferred and recycled products along with recycling and waste minimization, as well as energy efficiency projects and other efforts to reduce our environmental footprint. We can all help reduce Charles River's environmental impact by conserving resources whenever possible and making suggestions that could reduce or eliminate waste.

### *Violence Prevention*

As part of our commitment to providing employees with a safe, healthy and secure work environment, Charles River specifically prohibits any type of violence, threats or intimidating conduct at our facilities and at any other location where our employees perform any work-related activities. Weapons are not allowed in the workplace, consistent with local law. You must speak up immediately if you witness violence or believe there are any threats to our safe workplace. For more information, see our *Workplace Violence Policy*.

### *Alcohol and Drug-Free Workplace*

While you are at work, you must never be under the influence of illegal drugs, alcohol or any other substance that might impair your ability to work safely and effectively. Charles River prohibits the use, possession, manufacture, distribution or sale of illegal drugs on Company property and whenever you are at work or represent the Company. We also prohibit the consumption of alcohol during working hours or on Company property, unless specifically approved or as part of an approved local policy at your location. For additional information, see applicable local Company policies.



**Acting in the Best Interests of the Animals  
in Our Care, Our Clients and the Public**

---





## ACTING IN THE BEST INTERESTS OF THE ANIMALS IN OUR CARE, OUR CLIENTS AND THE PUBLIC

*We are focused on the humane care and use of the animals in our care and providing clients with exactly what they need to accelerate and enhance their drug research and development efforts in order to advance new therapies faster and more cost efficiently.*

### Compliance with Laws and Policies Relating to the Animals in Our Care

We are committed to compliance with both the letter and spirit of the laws and regulations relating to the care and use of research animals and to the other services and products we offer to support the activities of our clients. Since we operate in a highly regulated environment, we must all be vigilant in meeting and going beyond our responsibilities to comply with relevant laws and regulations and in complying with all applicable policies and operating procedures. Each of us plays a critical role in ensuring that we meet these high standards.

### Humane Treatment of Animals

One of our core values is our commitment to the humane care of the research animals produced and used in all of our activities. Violation of our policies on the humane care and use of research animals is a serious offense and will result in disciplinary action, up to and including termination of employment.

The goal of our *Humane Care Initiative* is to ensure that Charles River continues as a worldwide leader in the humane care and use of laboratory animals. Research animals are an important resource that furthers our knowledge of living systems and contributes to the discovery of life-saving drugs and procedures. At Charles River, we work hand-in-hand with the scientific community to understand how living conditions, handling procedures and reduction of stress play an important role in the quality and efficiency of research. We recognize that humane care is not only a moral imperative but a scientific necessity and we embrace our responsibility to both the scientific community and the public for the health and well-being of the animals in our care.

### Did You Know?

The components of our *Humane Care Initiative* include:

- Establishing best practices across business units worldwide
- Heightening internal awareness of the importance of humane care
- Ensuring a culture of caring
- Enhancing orientation and training
- Fostering animal welfare worldwide through the efforts of our CHARTER Program
- Applying the 3Rs (Replacement, Reduction, and Refinement)
- Augmenting behavior and enrichment

If your work at Charles River involves research animals, you will be involved in our *Humane Care Initiative*, which has been created to raise awareness and provide training to all employees on the importance of the humane care of our animals, how appropriate care can affect research and potentially the success of drug development, and how to report concerns and questions regarding the welfare of animals. This includes, among other things, recognizing and accepting your responsibility to contribute to the humane care and well-being of our research animals and ensuring that you have the necessary skills to handle animals with care and compassion. You are encouraged to identify ways to enhance animal welfare and to bring them to the attention of our managers. We are committed to a culture of caring and openness in which any questions, suggestions for improvement or concerns are readily reviewed and resolved. For more information, see our *Policy on Animal Welfare and the Humane Treatment of Animals*.

We take animal abuse very seriously. Mistreatment and cruelty to animals will not be tolerated. Anyone observing inhumane or cruel treatment of animals, or any act of animal abuse, must report these occurrences immediately using any of the many channels posted in our animal facilities. Failure to report an incident could be viewed as supporting animal abuse.

### Biosecurity

Every employee contributes in his or her own way to biosecurity and the safety of animals. Each of us must consistently follow the procedures, processes, rules and performance expectations established by Charles River to ensure animal safety and to prevent genetic and microorganism contamination of the animals that we use and produce that would make them unsuitable to our clients and to us. These biosecurity-oriented workplace standards and practices include:

- appropriate techniques for entering restricted areas such as barrier rooms;
- use of protective clothing and equipment;
- rules about the movement of animals, including unauthorized removal from a site;
- restrictions on employee-animal contact outside of Charles River; and
- application of appropriate disinfection techniques for equipment and supplies.

Disregarding these, as well as established barrier room and animal handling procedures, can result in grave consequences to our facilities and can result in an employee's immediate dismissal. For more information, see the animal contact sections of your Charles River employee handbook, our corporate biosecurity policies and related rules and procedures.

### Product Quality

Scientific excellence and outstanding client service are two of the cornerstones of Charles River's corporate culture. It is essential that we provide the highest quality products and services to our clients. We maintain our high standards of quality through rigorous management of key performance indicators and attention to detail. However, identifying alteration in quality is not enough. Each of us must take ownership of quality in our individual jobs, perform our jobs with the highest level of integrity and understand and comply with all regulatory requirements, quality policies and operating procedures.

## Q&A:

**Q:** *I recently noticed an employee working with our animals in a way that seemed inconsistent with the principles in the Humane Care Initiative. But I was walking quickly and I'm not sure. I don't want to get anyone – myself included – in trouble. What should I do?*

**A:** Please raise your concerns promptly. You could talk to the employee to make sure you have all the facts. If you are not comfortable doing that, you can speak with your manager or any of the individuals identified on our "Animal Welfare Begins With You" flyers posted at your site and discuss what you saw. Of course, you can also reach out to our other Ethics and Compliance Resources. Each of us has a role in making sure that we achieve our core values in this area. No employee will be subject to retaliation for good faith reporting of acts of abuse or deficiencies in animal care.

### Corporate Social Responsibility

Charles River embraces its role as a responsible corporate citizen. We strive to make a positive contribution to the communities in which we work and live by supporting a wide range of charitable and educational initiatives. We are committed to building trustworthy and sustainable relationships with neighbors and key individuals and groups in locations where Charles River facilities are located. Together we touch the lives of millions of people across the globe.

A blurred office scene with people in the background and a wooden door in the foreground. The image is split vertically. The left side shows a blurred office environment with several people. In the center, a man in a light-colored shirt and dark trousers is handing a document to a woman in a blue sleeveless top and dark pants. The right side of the image shows a close-up of a dark wood door with a silver handle.

**Integrity in All of Our Business Dealings**



## INTEGRITY IN ALL OF OUR BUSINESS DEALINGS

*We keep the interests of the Company front and center at all times and avoid actions that may result in Charles River receiving less than our full efforts. We do not bribe or use any other means to improperly influence the decisions of clients, prospective clients, government officials or other business partners – even where these actions may be widely accepted or expected.*

### Avoiding Conflicts of Interest

Each of us has a responsibility to act in the best interest of Charles River. Employees, officers and directors of Charles River must not compete with the Company. We must also avoid other situations where our personal interests conflict – or might appear to conflict – with the interests of the Company or our clients. Conflicts of interest arise in situations where our personal interests or personal relationships might influence our judgment (including our scientific objectivity), interfere with our work for Charles River or make it difficult to perform our work fairly and without bias. This includes situations in which your family, friends or business associates might benefit because of their relationship with you.

If you find yourself facing an actual or possible conflict of interest, you must contact your manager as quickly as possible. Your manager will work with the Office of Legal Compliance to review the facts and decide whether any further action is required.

For most of us, any actual conflict of interest – or appearance of a conflict of interest – must be disclosed to and addressed by the Office of Legal Compliance. If you are an officer of Charles River, you must contact the Office of Legal Compliance who will bring the actual or potential conflict to the attention of our Corporate Governance and Nominating Committee. Actual or potential conflicts of interest involving Charles River Board members, the Chief Executive Officer, the General Counsel, or the Vice President of Legal Compliance of the Company must be disclosed to and addressed directly by our Corporate Governance and Nominating Committee.

## Q&A:

**Q:** *Our location needs to purchase some laboratory equipment and my spouse works for a company that sells this type of equipment. Can my spouse's company submit a proposal for the contract?*

**A:** It depends. There may be good business reasons for your spouse's company to get involved. Talk to your manager about your spouse's position with the company that wants to submit a proposal and make sure that you **are not involved in the decision. The most important thing is to make sure that you disclose any potential conflict of interest so it can be handled properly.**





While it is not possible to describe every conflict of interest situation, the following examples describe common situations in which a conflict of interest, or the appearance of a conflict of interest, that requires disclosure, may arise:

- You or a member of your family or household works with or for an organization that does business or wants to do business with Charles River or competes with us, or provides that organization with services or products on a self-employed basis. This includes service on the board of directors or advisory board of a supplier or client. You may not serve on the board of directors or advisory board of a competitor.
- Your outside work or other activities might interfere with the performance of your job responsibilities at Charles River or could harm or embarrass the Company.
- You use Company resources for your personal benefit or for the personal benefit of someone else. You may not pursue business opportunities for yourself or others that you learned about through the use of Charles River property or information or through your position with Charles River. This includes opportunities for sales or purchases of products, services or interests.
- You have an investment or financial interest in a competitor, client, supplier or other business partner of Charles River, directly or indirectly through a relative, friend or other organization. Owning stock in a publicly traded company that is not material to you will usually not be a conflict of interest, although special conflict of interest rules may apply if you are working on a U.S. government contract. For more information, see our *Investigator Financial Conflicts of Interest Policy*.
- Someone you supervise or someone who supervises you is a family member or close friend.
- You are offered a gift or entertainment that is excessive or that might influence – or appear to influence – your business decisions, including a gift or other benefit offered with strings attached (i.e., quid pro quo).

## Q&A:

**Q:** *I have been asked to join the board of directors of a non-profit organization. It should not take a lot of time and the board meetings will take place outside of my normal working hours. Can I accept the position?*

**A:** The Code does not prohibit this type of activity so long as it does not interfere with your job responsibilities or schedule, does not involve the use of Charles River property and your involvement does not reflect negatively on the Company in any way. If you think that a conflict might exist, you should discuss your questions with your manager or the Office of Legal Compliance.

The Company has adopted additional rules that apply to any transactions between the Company and Charles River directors, executive officers and other related persons to prevent conflicts of interest and ensure that related person transactions are conducted fairly and properly. For more information, see our *Related Person Transactions Policy*.

Violations of our conflict of interest policy, including failure to disclose actual or potential conflicts, may result in disciplinary action, including termination of employment or removal from office.

## Appropriate Gifts and Entertainment

Appropriate gifts and business-related entertainment (including meals) can be an effective way to strengthen our business relationships and they are common in many cultures. At the same time, gifts and other courtesies can create legal problems and ethical concerns and there are important restrictions on giving and accepting them at Charles River. In this section, we use the term “gift” broadly and it includes favors, benefits, services and other things of value.

We must always use good judgment when deciding whether to offer or accept a gift or entertainment. In all situations, we must ensure that our actions comply with the law and Charles River policies, and that the gift and entertainment does not impact the recipient’s objectivity. As a general rule:

- *Gifts and entertainment must never be given for the wrong reasons and must never be solicited.* Never offer or accept any gift or entertainment that is intended to create an obligation or influence or reward a business decision, or that could be perceived as a bribe or a payoff, and never use your position with Charles River to solicit a gift or entertainment. Also see the section of the Code titled “No Bribery or Corruption.”
- *Gifts and entertainment must be reasonable.* They should never be more generous than the gifts and entertainment commonly offered by other companies like Charles River in the locations in which the gift or entertainment is provided and received.
- *Gifts and entertainment must not be exchanged frequently or on a regular basis.* You should not give or receive a gift or offer or accept an invitation for business entertainment from a single source more than once or twice a year. Occasional business meals may also be appropriate, so long as the meal is clearly for business purposes, and relevant business subjects are discussed.
- *Gifts and entertainment must be properly recorded.* When you give or receive a gift, you must promptly create a record that describes when the gift was made, who made and who received the gift and the approximate value of the gift. The same procedure applies when you extend or accept an offer for entertainment, such as a business meal with a client. The records for gifts and entertainment you give or extend should be submitted in a timely manner to your location’s finance group, with a copy to your manager. Your records of the gifts and entertainment you accept should be provided in a timely manner to your manager.

- *Gifts and entertainment must be appropriate in nature.* Never offer or accept a gift of cash or a cash equivalent (such as a gift card or certificate) and never offer or accept a personal loan. Gifts and entertainment should never create any potential embarrassment for the Company. Never offer or provide a gift or entertainment that is offensive or sexually-oriented or otherwise violates our commitment to treat others with dignity, decency and respect.
- *Gifts and entertainment should be consistent with the other party’s policies.* You need to confirm that any gift or entertainment you offer or accept is permitted under the other party’s code of conduct and policies.



## Did You Know?

It is against Charles River policy to offer or accept any gift and entertainment that is:

- In cash or a cash equivalent
- Offered as a “quid pro quo” (offered for something in return)
- Lavish or extravagant
- Likely to reflect negatively on our reputation
- In violation of the applicable law or the policies of the giver or the recipient





Before you offer or accept a gift or entertainment (including meals), make sure that you understand and comply with the standards that apply to your job. As a general rule, you can accept an infrequent gift with a modest value. Modest value must be viewed in the context of local laws and customs and the relationship we have with the person offering the gift, and it will be automatically assumed that values above US \$250 are excessive. Any entertainment you offer or accept must be reasonable and non-excessive in the locations involved and must not violate any applicable social customs or ethical standards. Only provide gifts with a nominal value (less than US \$25), and do not offer **any** gift to a government official unless it is approved in advance by the Corporate Legal Department. Your manager must approve any gift or entertainment that is not modest in the locations involved and whenever the expense is greater than US \$250.

## Q&A:

**Q:** *We are planning an onsite visit for a prospective client. We plan to use a local catering company to prepare the lunch and then take the clients to a routine sporting event in the evening. Is this permitted under our policies?*

**A:** This should be permitted under our policies so long as the meals and entertainment are reasonable, consistent with customary business practices and comply with applicable law and the prospective client's policies. It would not be permitted if you planned to attend an event like a World Cup game or the Super Bowl. Also, it would not be permitted if you are working with a government or public official or employee. Check with your manager for guidance and any required approvals.

Practices that are acceptable in commercial business environments may be illegal or violate our policies that apply to our dealings with government or public officials or employees. For this reason, do not offer or promise any gift or entertainment (including meals) to, or accept any gift or entertainment (including meals) from, a government official without the prior approval of the Corporate Legal Department. If you deal with government or public officials or employees or representatives of a government agency (including contractors acting on behalf of the government), you are responsible for knowing and complying with the restrictions that apply. For additional information, see our *Anti-Bribery Policy*.

If you have questions about any aspect of our policy on appropriate gifts and entertainment, such as whether you are dealing with a government official or whether a proposed gift or entertainment is reasonable or legal, contact the Corporate Legal Department for guidance before you take any action that might violate our policy standards.

## Remember

We must use special care in our dealings with government officials (including government employees). This includes our dealings with anyone performing a government function, political candidates and managers and employees of state-owned businesses. Contact the Corporate Legal Department to see if the person you are dealing with is considered a "government official" and get the Corporate Legal Department's approval before you offer or accept anything of value to or from a government official.

## No Bribery or Corruption

At Charles River, we do not allow or participate in any corrupt business practices. We must not directly or indirectly offer a bribe to anyone or accept a bribe from anyone. By “bribe,” we mean an offer to provide anything of value to anyone for the purpose of influencing a business decision or gaining any kind of advantage. Our policy applies to all aspects of our business and in all countries in which we operate, even where local laws or customs are less restrictive. It applies to anyone with whom we interact in the conduct of our business, including government officials as broadly defined.

Charles River will comply with all applicable anti-bribery and anti-corruption laws. This includes the U.S. Foreign Corrupt Practices Act (FCPA), which applies to dealings outside the U.S. with government officials, and the Bribery Act 2010 (United Kingdom), which applies to all bribery, including commercial bribery. Any payments, benefits or favors that are made must be fully and accurately reflected in our financial records.

## Did You Know?

Bribery is not limited to cash payments. Bribes may also include:

- Gifts, especially gifts that are expensive
- Entertainment, hospitality and travel where there is no clear business purpose or they are beyond reasonable business needs
- Personal services, favors or loans
- Charitable or political contributions
- Payments or benefits to or services for an individual’s family members
- Providing payments or benefits or services to a “facilitator,” including kickbacks

## Q&A:

**Q:** *I have heard that another company headquartered in the United States makes small payments to a low level government official in one of our locations outside the U.S. to expedite the routine processing of some forms. We have been having problems getting our forms processed in a reasonable time. Can we do the same thing the other company has done to get the local official to act more quickly?*

**A:** Some laws like the U.S. FCPA permit the delivery of small payments – called facilitating payments – to low level officials to expedite or secure the processing of certain routine, nondiscretionary governmental actions. Many other countries, like the United Kingdom, consider these payments to be illegal bribes. Given the complexity of the different legal requirements and applicable policy, *under no circumstances should any “facilitating payment” be made without the prior approval of the Corporate Legal Department.*





All employees, and all agents, consultants, contractors and brokers who work with us or for us, are expected to comply with our *Anti-Bribery Policy*. We must use care in choosing those who will act on our behalf and must get the approval of the Corporate Legal Department before agreeing to engage anyone to act on our behalf. You must never ask anyone to do something that our *Anti-Bribery Policy* prohibits you from doing.

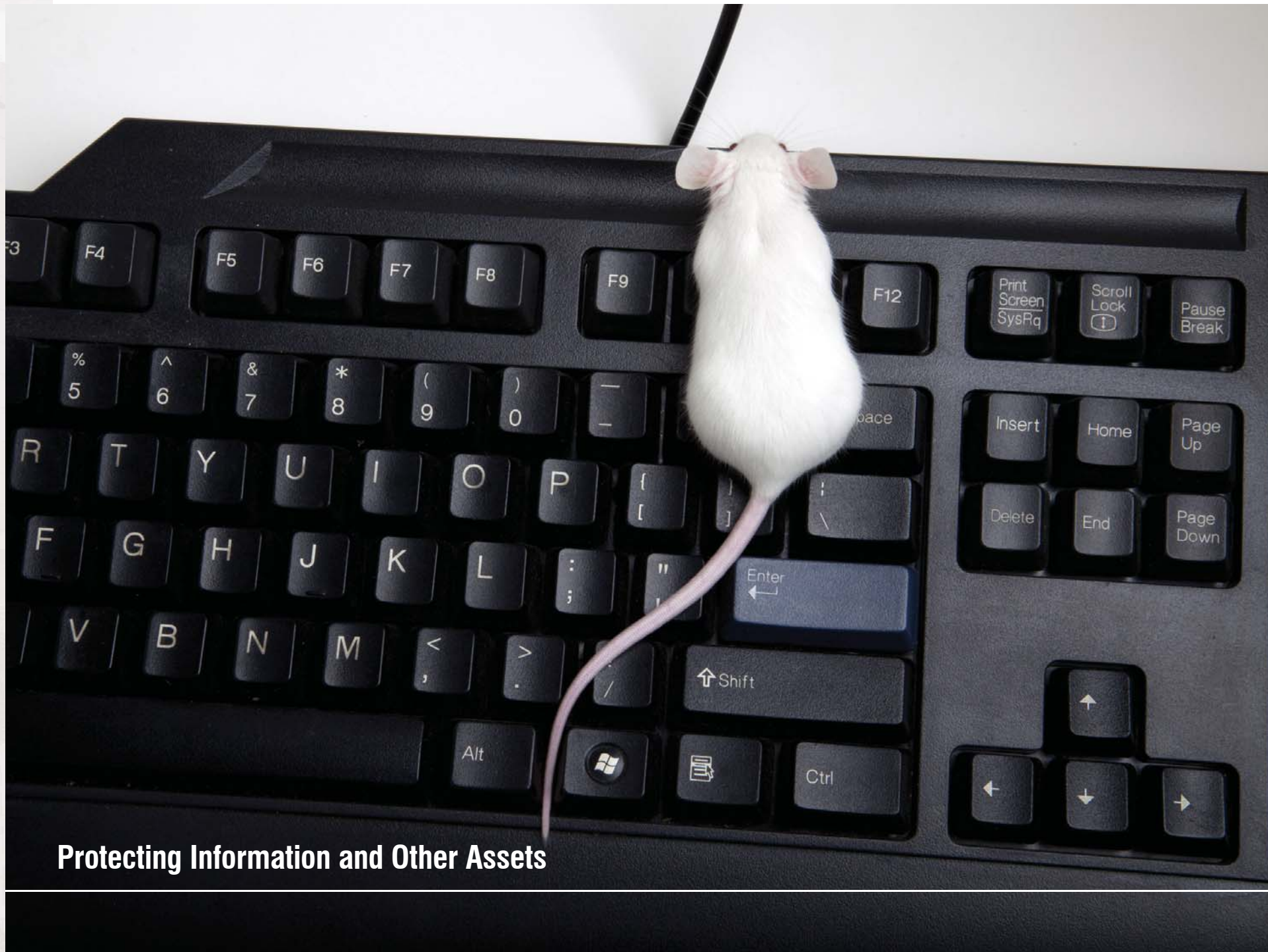
Violations of the anti-bribery laws can result in significant penalties, including fines and imprisonment, and seriously damage our reputation and ability to do business. You are encouraged and expected to report any actual or possible violations of the law or our *Anti-Bribery Policy*, and should raise any concerns you may have to the Corporate Legal Department or using the Charles River Hotline immediately.

If you have any doubt or uncertainty about the applicable law of a country or our policy or whether these requirements apply to you, contact the Corporate Legal Department before entering into business discussions or any agreement that might be impacted by legal or policy requirements.

For additional information and discussion of matters that require approval in advance from your manager and the Corporate Legal Department, see our *Anti-Bribery Policy*.

### **Fiduciary Duties of Directors and Officers**

Charles River directors and officers owe fiduciary duties to the shareholders of the Company, including the duty of care and the duty of loyalty. The duty of loyalty obligates each Charles River director and officer, in performing his or her duties, to put the interests of the Company ahead of his or her personal interests. The duty of care obligates each Charles River director and officer, in taking any corporate action, to act on an informed basis, in good faith and in a manner he or she reasonably believes to be in the best interests of the Company, and with such care as a reasonable person would use under similar circumstances. In exercising their fiduciary duties, Charles River directors and officers acknowledge that their responsibilities are to the shareholder base in its entirety (and not to any subset of the shareholder base or to any entity with which a director or officer may have a separate affiliation), and commit to consider shareholder interests without regard to the size of shareholdings.



**Protecting Information and Other Assets**





## PROTECTING INFORMATION AND OTHER ASSETS

*We use Charles River assets in a responsible way, for business purposes, and avoid waste, loss and damage. We also protect Company assets against theft and misuse and safeguard assets that our clients and other business partners have entrusted to us.*

### Proprietary and Confidential Information of the Company and Our Clients

Confidential and proprietary information generated and gathered in Charles River's business is a valuable Company asset. Protecting this information from unauthorized use or disclosure is vital to our continued growth and ability to compete. As a general rule, you should assume that any information you generate or learn on the job is confidential and should not be disclosed to others unless you are authorized to do so.

### Did You Know?

Proprietary and confidential information includes:

- Business objectives and strategies
- Research and technical data
- Operating procedures and systems
- Trade secrets, technologies and "know how"
- Unpublished financial information and projections
- Information about proposed contracts and transactions
- Client, supplier and pricing information
- Computer software and systems developed for our business
- Any other information that might be useful to a competitor
- Any material inside information as described in our *Insider Trading Policy*

Our clients also trust us with their valuable proprietary and confidential information and we must always protect it in order to comply with our client agreements and to maintain the trust and confidence of our business partners. We must never use client information for personal gain or disclose it to other clients without specific authorization.

### Q&A:

**Q:** *One of our clients has asked if we can share study data from a project Charles River is running for another client. Can we share this information?*

**A:** The study data from the project being run for the other client belongs to the other client and is not data we can share without the other client's written consent. If your client wishes to pursue this matter, contact the Office of Legal Compliance for guidance.



You should not disclose confidential information to anyone outside the Company, unless you are authorized to do so by the Company or required by law and you follow all required procedures. You should also avoid sharing confidential information with others inside the Company unless they have a need to know the information to do their jobs. Be careful when you discuss our business in public places where conversations can be overheard and when using electronic devices where others can see the information on the screen. You also need to be careful when you are sending confidential or proprietary information electronically to make sure that it is adequately protected. Avoid sending email chains where confidential or proprietary information might be buried in the text or in an attachment and do not disclose confidential information on social media sites such as Facebook or Twitter. If you are not sure whether the information is confidential or what procedures you should follow in handling the information, speak with your manager or the Office of Legal Compliance.

## Remember

Your obligation to protect proprietary and confidential information continues after you leave the Company, and you must return all such information in your possession before you leave.

## Personal Data and Privacy

Each of us, and each of our business partners, has a right to expect that Charles River will protect our privacy whenever it collects, processes, uses or stores our personal data. We will uphold this commitment by following required processes and maintaining mandatory safeguards when working with personal data. Only those authorized employees with a “need to know” will have access to personal data about our employees and business partners, and those employees are required to maintain the confidentiality of this information at all times.

We will adhere to all requirements under the local laws of the countries in which we do business relating to the protection of individuals with regard to the processing and free movement of personal data. This includes, in particular, EU Directive 95/46/EC and any additional directives or regulations that supplement or succeed that directive.

For further information on the processing and treatment of personal data, please refer to our U.S. *Written Information Security Policy for Personally Identifiable Information*, our *Safe Harbor Data Privacy Policy* and our *Website Privacy Policy*.

## Q&A:

**Q:** *I work in a Charles River facility in a country in the European Union (EU). How does Charles River protect my personal data under the data protection laws that apply in my location?*

**A:** Charles River is committed to complying with the U.S.-EU Safe Harbor Framework as set forth by the U.S. Department of Commerce regarding the collection, use, and retention of personal data from EU countries. Accordingly, we self-certify our adherence to the applicable Safe Harbor Privacy Principles. If personal data of employees is transferred to the U.S., we will provide a level of data protection that is similar to the data protection we provide in the EU. Also, Charles River will inform our EU employees if we collect or process personal data that we are not expressly allowed or required to collect or process under applicable laws and regulations. Employees have the right to review their personal data that is in the possession of Charles River in accordance with the framework set by applicable laws and regulations.



## Information and Communication Systems and Devices

We must be responsible when we use the electronic systems and devices that Charles River provides us in our jobs, including computers, smart phones and tablets. We must protect these systems and devices and the information and data on them from misuse, improper access, damage and theft. We must never use these systems or devices for activities that are unlawful, unethical or contrary to the standards and expectations set forth in the Code.

You are expected to take all necessary steps to secure the electronic devices you use in your work for Charles River. Use strong passwords, do not share your passwords with others, and do not leave your electronic devices unprotected. Avoid any activities that might compromise the integrity of our systems, such as the installation of unapproved hardware or software on Company equipment or systems and using your personal computer or other electronic devices to do Company business, unless you are specifically authorized to do so.

The Company's electronic systems and devices, and the information and data on them, are provided to us to enable us to do our jobs and should be used for business purposes. While occasional personal use of the Company's information and communication systems is acceptable in many of our locations when done responsibly and in compliance with applicable policies, it is a privilege and must not be abused. Because Charles River owns the electronic devices that the Company provides us in our jobs, management may monitor and review the information they contain, including anything you put on them and anything sent or received, unless prohibited by local laws.

For additional information, see the Company's information security policies, including our *Electronic Communications and Internet Use Policies*.

## Preparing and Maintaining Accurate Records

Our books and records must be complete and reliable. They must accurately reflect the true nature of the transactions and activities we record. We must never be dishonest or deceptive in creating or maintaining Company records or attempt to mislead Company clients, management, auditors, regulators or investors. We must also use care in all of our communications, including emails and texts.

## Q&A:

**Q:** *Can I use my Company computer and email account for personal messages?*

**A:** **As a general rule, Charles River assets should be used for business purposes. Occasional personal use of Company assets is usually permitted so long as it is limited, does not interfere with your work responsibilities and does not include content that others might find offensive or wasteful or introduce viruses into our systems. It is important to remember that Company electronic devices and email accounts are Company property and management may inspect the contents of your computer and your email accounts, consistent and in accordance with local laws.**

We are responsible for helping to ensure that the information we record, process and analyze is accurate and thorough and recorded in accordance with applicable laws, accounting principles and Company policies. This standard applies to all of the records we make in the conduct of our business and all reports on our performance. Each of us has a responsibility to ensure that the information we contribute to Charles River's business records is complete, accurate and timely.

## Did You Know?

Some example of our business records include:

- Test results
- Financial reports
- Invoices
- Personnel files and reviews
- Laboratory reports
- Expense reports
- Time records
- Business plans

All of us are expected to adhere to internal controls and to follow established procedures. You should never attempt to circumvent any Company procedure or control, even if you think it would be harmless or save time. Always cooperate with our auditors and never conceal Company information from them.

## Q&A:

**Q:** *Several of us just returned from a business trip. Some of my co-workers have been talking with me about waiting to submit the expense reports for the trip, so that we can meet our numbers for the quarter. They say it will not matter because the expense reports will be filed eventually. What should I do?*

**A:** Costs must be recorded in the period in which they are incurred. To do otherwise could amount to fraud. Make sure that you file your expense reports in a timely fashion and encourage your co-workers to do the same. If you are still concerned about whether your co-workers will submit their reports on time, discuss the matter with your manager or use our other Ethics and Compliance Resources to raise your concerns.

We also need to maintain our records in accordance with applicable legal requirements and consistent with our business needs. Each of us is responsible for the accuracy and integrity of the information and records under our control. We should also be familiar with the recordkeeping policies and procedures that apply to our job. For more information, see the document retention policy that applies to your activities and contact your manager or the Corporate Legal Department.

In some situations involving investigations or litigation, the Corporate Legal Department may inform you that you are required to retain some records beyond the normal period. Destroying records to avoid disclosure in legal proceedings is against Company policy and may be a criminal offense.

## Q&A:

**Q:** *My manager is on vacation, and in her absence I have been asked to sign a contract on behalf of the Company. I know that this is a contract that has been under negotiation for a long time and everyone wants to finalize it quickly. Can I sign it?*

**A:** It depends. Charles River has a formal authorization policy that is designed to make clear who has the authority to execute and approve business arrangements. If you have been delegated authority under this policy to sign contracts of this type and size on behalf of Charles River, then you have the authority to sign the contract. Otherwise, you need to identify an approved member of management who can sign in accordance with these rules. Keep in mind that these are minimum requirements, and our individual businesses and sites might impose higher standards. Check with your manager for guidance, and if you have any questions, you should contact the Corporate Legal Department. For additional information, see our *Authorized Approval Policy*.





## Intellectual Property

Charles River's intellectual property consists of any invention, trade secret and business ideas and information. As a general rule, our intellectual property should be kept confidential; we protect some of our intellectual property through patents, trademarks and copyrights. We must take appropriate steps to protect all of our intellectual property.

We also respect the intellectual property rights of others, including their patents, trademarks and copyrights. Never use or copy software or licensed information except as permitted under the applicable licensing agreement.

## Other Company Assets

Charles River assets include all of the property that the Company owns or uses to achieve our business objectives. They include physical assets, such as land, facilities, vehicles, equipment and inventory, financial assets, such as cash, receivables and investments, and contract rights and licenses.

We should safeguard all Company assets entrusted to us or to which we have access and use them efficiently. We should not dispose of or give away Company property without proper authorization. Personal and any other unauthorized use of Company funds is prohibited. Each of us is responsible for protecting Company assets against loss, theft or misuse.

## Dealing in Securities: Insider Trading

As you do your job, you may become aware of material information about Charles River, a client or supplier or another company before it is announced to the public. You may not sell or buy a company's stock or other securities while you have material inside information about that company. It is also against the law and Company policy to share or "tip" material inside information to anyone (including a family member or friend) who uses that information to trade or to simply recommend that they buy or sell that company's securities. Material inside information should not be disclosed to anyone, except to those within Charles River who need to know it as part of their jobs and to others outside the Company to the extent you have been specifically authorized to disclose it to them.

## Did You Know?

"Material inside information" is any non-public information that a reasonable person would consider important in making an investment decision. Some examples are:

- Earnings or estimates or other financial information before public release
- Significant changes in levels of operations
- Discussions about major transactions including acquisitions, joint ventures, or dispositions
- Information about our financial condition, prospects or plans, marketing and sales programs, and R&D information
- Changes in senior management that have not yet been publicly announced
- Awards or cancellations of major contracts with clients or suppliers
- Development of new products, services or processes
- Developments relating to significant litigation or government investigations
- Internal discussions and deliberations relating to important business issues and decisions, whether conducted among employees, officers and/or the Board of Directors

To avoid even the appearance of improper trading, to prevent inadvertent violations of the insider trading rules, and to make sure that the interests of directors, officers and employees who invest in Company stock are aligned with the interests of our other shareholders, you should not trade in options or enter into any hedging transactions, purchases on margin, speculative trading or pledges involving Charles River stock and securities.

Charles River policy subjects our directors, senior officers and certain other employees to additional restrictions on trading in Company securities because of their access to confidential information on a regular basis. The Corporate Legal Department will inform you if you are subject to these additional restrictions.

For more information, see our *Statement of Policy Concerning Trading Policies*. If you have any questions about your ability to buy or sell stock or other securities, contact the Corporate Legal Department before you trade.

## Q&A:

**Q:** *One of the clients I work with is a small publicly-traded company. My contact at that company told me about extraordinary successes they are having with a new product that is under development. She thinks that the price of her company's stock will soar when they announce the results in the next month or so. Can I buy the stock?*

**A:** No. The information the client gave you about her company is probably “material inside information.” It is against the law – and against Company policy – to trade in the securities of a company when you have material inside information about that company. Also, you must not “tip” the information to anyone else. Of course, you should never use confidential information that you learn in your job for your personal financial benefit.

A close-up portrait of a young woman with long brown hair in a braid, smiling warmly. She is wearing a white collared shirt and a red, white, and blue striped tie. She is holding a small globe of the Earth in front of her, which is slightly out of focus. The background is a solid orange color.

## **Honesty and Transparency Throughout Our Global Operations**

## HONESTY AND TRANSPARENCY THROUGHOUT OUR GLOBAL OPERATIONS

*We are honest and transparent in our communications with the public and our interactions with governments, competitors and business partners throughout our global operations. Our reputation and the success of our business depend on it.*

### Protecting Our Reputation with Accurate Communications; Proper Use of Social Media

Our reputation is our most important asset. Each of us must strive to protect and enhance our Company's reputation in all that we do.

The filings and disclosures that we make to the public about our business performance and financial results and in our filings with regulatory authorities (including the U.S. Securities and Exchange Commission) must be full, fair, accurate, timely and understandable. We must not mislead the government, our clients, our investors or the public. Employees who have a role in preparing our public disclosures and our filings with regulatory authorities have a special responsibility to help us meet these standards. We have also formed a Disclosure Committee consisting of senior management to monitor our disclosures to the public.

To help protect our reputation and brand to ensure that communications made to the public by or on behalf of the Company are (1) factual and accurate, (2) timely and distributed in a manner reasonably designed to generally inform the public as a whole and (3) compliant with applicable laws, we have authorized a limited number of people to speak publicly on behalf of the Company. This includes communications to the media, market professionals and investors. For more information about our disclosure standards and restrictions, see our *Disclosure Policy*.

If you have not been specifically authorized to speak for Charles River, you should avoid taking any actions that might appear as if you are making statements on the Company's behalf. Refer any questions or inquiries you receive to the Director of Public Relations or the Director of Investor Relations for handling.

Charles River recognizes that social networking by employees may create an opportunity for the Company to enhance its name recognition and its brand, and to strengthen business relationships; however, we also acknowledge that these communication channels involve certain risks and that special consideration needs to be paid to the appropriate uses of these applications. If you use social media, remember the "3 Be's"—Be Smart, Be Transparent, Be Respectful—and comply with

the principles described in our *Social Media Guidelines*. Among other requirements, make sure that your use of social media complies with the Code and all other Company policies, and that you protect confidential and proprietary information, respect copyright and fair use laws and always use your best judgment to protect the interests and reputation of the Company.

## Q&A:

**Q:** *Last night, I was on my home computer and I saw some information about Charles River in an industry chat room. I saw some sensitive, confidential information that we had learned at one of our employee meetings. I also saw some inaccurate comments about the Company that need to be addressed. What can and should I do?*

**A:** **Contact the appropriate Charles River department as soon as possible to tell them about the information you saw that you think is confidential. You should not respond to the false information unless you are explicitly authorized to speak on the Company's behalf. Instead, bring it to the attention of the Public Relations Department, the Corporate Legal Department or Investor Relations. They can take any necessary action to address the inaccurate information.**

### Fair Dealing and Fair Competition

We deal fairly with our clients, suppliers, competitors and employees. We must be professional and never take unfair advantage through manipulation, misleading statements or misinformation or any other conduct that involves improper or questionable business practices. We must always be truthful and accurate about our products and services. We must also be impartial and fair in our selection of suppliers, basing our decisions on objective factors, such as quality, price, service and reliability.

We compete in the marketplace on the basis of our therapeutic and scientific expertise and our quality, reputation, flexibility, responsiveness, pricing, innovation and global capabilities. Our goal is to be a leader in each of the markets in which we participate.





We believe in fair and vigorous competition. We are committed to full compliance with all applicable antitrust and competition laws, including the U.S. antitrust laws which apply to our business activities in every part of the world.

We must not engage in any activity that could be viewed as fixing prices, unfairly restraining trade or keeping competitors out of any market. As a result, we must avoid any communications with competitors that touch upon prices, clients, terms of sale, allocating markets, territories, market strategies, client boycotts, limits on production or services and other competitive information.

Be careful when you attend trade conferences to avoid any conversations with competitors about topics that you know are off limits. If someone begins a conversation that mentions any of these matters, end the conversation immediately and contact the Office of Legal Compliance as soon as possible.

We must never make any false or misleading statements about our competitors or use improper means to get confidential or proprietary information about a competitor from a client, competitor or any other source. If you are a new hire or were a consultant with another company or a governmental employee, never use or share confidential or proprietary information that you obtained from your prior employer or in the work you did for the government or the other company in your job at Charles River.

## Q&A:

**Q:** *I received an email from a client that has confidential proprietary information about a competitor. The competitor is competing with Charles River for a new project with the client and I think that I got the competitor's information by mistake. What should I do?*

**A:** **Contact the Office of Legal Compliance as soon as possible. They can provide guidance on what you need to do with the information that was sent to you by mistake. In the meantime, do not use the competitor's information or share it with anyone else.**

## Government Contracting

A significant portion of our business is conducted with government agencies. While we act with the highest level of integrity and honesty with all clients, special rules apply when we do business with the government. Charles River 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 the Company submits to the government are accurate and complete and comply with the applicable procurement rules and we must 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 client without prior written approval of the Corporate Legal Department. Also see the sections of this Code titled "Appropriate Gifts and Entertainment" and "No Bribery or Corruption".
- 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.
- Never try to restrict a subcontractor from also selling their products and services directly to the government.
- Strictly follow the specific requirements of each contract and the laws and regulations referenced in each contract.
- Always be truthful, accurate and complete in all representations and certifications.
- Ensure that all costs are properly and accurately charged and recorded, including proper time charging for hours worked.
- Never discuss employment or consulting opportunities with any current or former government employee without first consulting with the Corporate Legal Department.
- Immediately disclose to the Office of Legal Compliance or the Charles River Hotline 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.

If you are involved in bidding on or providing products or services for a government contract, or you are involved in any other aspect of managing or performing government contracts, you are expected to understand and comply with all rules, regulations and company policies related to government contracting. If you have any questions, contact the Office of Legal Compliance.

### **International Trade Regulation, Bans and Restrictions**

We must comply with the international agreements and conventions, as well as the national, regional and local laws and regulations that apply to our global and international business. This includes required certifications, standards, procedures and documentation relating to the humane treatment, care and handling of animals by dealers and research facilities. It also includes compliance with other laws concerning the importing or exporting of goods, services or technology, including laws that prohibit transactions with certain countries, organizations or people, and laws concerning our participation in international boycotts. Consult the Office of Legal Compliance for guidance if you are involved in any international activities that may be subject to these laws or you have any questions or concerns about the applicable requirements. Also, any transaction with an embargoed country or with individuals and organizations known as Specially Designated Nationals must be reviewed in advance by the Corporate Legal Department. Since the list of these countries and Nationals can change, check with the Office of Legal Compliance before doing business in a country with which we have not recently done business. For additional information, see our *Anti-Bribery Policy*.

## **Q&A:**

**Q:** *In my country, our local laws differ from the rules outlined in the Code. What should I do?*

**A:** *If there is a conflict between the requirements of the Code and the laws or practices of a particular area, consult with your manager and the Corporate Legal Department to determine the appropriate course of action.*

To help ensure our compliance with applicable trade bans and restrictions, we need to keep accurate records of all international transactions. Each of us must also follow all Company policies and procedures when selling or shipping products or transferring technology from one country to another or when importing anything. We must also make sure that all information furnished to any customs officials or anyone we engage to facilitate our imports and exports is accurate and truthful.

### **Political Activity, Lobbying and Government Inquiries and Investigations**

#### *Political Activity and Lobbying*

Charles River complies with the many laws that regulate political contributions and activities. Even when the law allows political contributions to be made, because the purpose of political contributions and activities may be viewed with suspicion in some situations, Charles River will not fund or support any political party or official or any candidate for public office without the prior approval of our Chief Executive Officer, Chief Financial Officer and General Counsel.

We will also comply with the laws that regulate any contacts we may have with legislators or others to influence legislation or administrative actions. If your work involves these types of contacts and efforts, contact the Office of Legal Compliance to determine whether disclosure or other rules apply.

Charles River supports your individual participation in political activities on your own time and respects your right to make personal political contributions in your own name. We do not reimburse personal political contributions directly or indirectly.

For additional information about political contributions and activities, see our *Anti-Bribery Policy* or contact our General Counsel.

#### *Cooperation with Government Inquiries and Investigations*

From time to time, the Company may receive an inquiry from a government agency or entity. This could include requests for information, notices of an investigation or service of a subpoena. When this happens, it is important that we cooperate fully and respond in an organized way.

If you receive a government inquiry that is outside the routine course of our business, you should contact the Corporate Legal Department as soon as possible. In all situations, we must ensure that the information we provide in response to these inquiries is accurate and truthful.





## Other Information

## OTHER INFORMATION

### Acknowledgments and Reaffirmations

All employees and directors are required to review the Code, sign an acknowledgment that you have read and understand the Code, and agree to strict adherence to the standards set forth in the Code. Annually and/or upon request, management employees, directors and others selected on the basis of their role within the Company will be required to sign a reaffirmation statement indicating their compliance with the Code. If you have a question about any of the matters discussed in the Code, you should speak with your manager or the Office of Legal Compliance.

### Amendments and Waivers

The Company may modify the Code from time to time to address developments in the Company, and applicable law and best practices. It is your responsibility to periodically review the Code so that you are aware of these modifications, since they govern your conduct and establish standards of behavior that may impact you. The Office of Legal Compliance and the General Counsel have primary authority and responsibility for enforcing and interpreting this Code (including approving minor amendments), subject to the supervision of the Corporate Governance and Nominating Committee of the Charles River Board of Directors. In the case of accounting, internal accounting controls or auditing matters, this responsibility falls to our Audit Committee. Material amendments to the Code must be approved by the Charles River Board of Directors, and will be publicly disclosed.

Any waiver of any provision of the Code for anyone who is not an executive officer or director of Charles River Laboratories International, Inc. may be made only by the General Counsel or the Office of Legal Compliance. Any waiver of any provision of the Code for an executive officer or director of Charles River Laboratories International, Inc. must be granted by our Corporate Governance and Nominating Committee and promptly disclosed to the Company's shareholders.





## OUR ETHICS AND COMPLIANCE RESOURCES AND OTHER IMPORTANT CONTACTS

Charles River has many options to help you discuss issues or report concerns. The policies referenced in the Code are available at <http://iconnect.criver.com/compliancepolicies>.

### Contact and Contact Information

Any Charles River manager

### Reason to Contact

To discuss whether a proposed course of action is consistent with the law and the Code or to raise any questions or concerns regarding legal compliance or ethical conduct at Charles River

Your local Human Resources Department or the Corporate Human Resources Department  
1-781-222-6000

To discuss Human Resources-related issues and concerns, including concerns about employment discrimination and harassment; to handle inquiries, other than from news media, relating to current and former employees

Internal Audit  
1-781-222-6235

To discuss questions or concerns relating to the integrity of our books and records

General Counsel or the Corporate Legal Department  
1-781-222-6000

To seek advice about legal compliance; to report requests by government agencies for information or the receipt of any requests or documents relating to litigation, legal claims or government inquiries or investigations; to coordinate any dealings with public and elected officials, including all meetings with government officials and members of their staffs

Office of Legal Compliance  
1-781-222-6273 or [compliance@crl.com](mailto:compliance@crl.com)

To discuss any issues or concerns relating to legal compliance or ethics or report suspected violations of law or the Code

Charles River Hotline  
See next page for website address and toll-free phone numbers

To communicate issues of compliance, fraud, safety or inappropriate behavior at Charles River while protecting your anonymity where legally permitted

Investor Relations Department  
1-781-222-6190

To handle questions from the investment community, including security analysts

Public Relations Department  
1-781-222-6168

To handle questions from the media and public relations requests

IT Department  
1-781-222-7676

To report issues relating to the security of computer or information resources and electronic devices used in your work for Charles River

Corporate Governance and Nominating Committee of the Charles River Board of Directors

To handle ethics and compliance issues relating to our board members and executive officers

## The Charles River Hotline

The Charles River Hotline is available at

<https://secure.ethicspoint.com/domain/media/en/gui/7590/index.html>.

You can also reach the Charles River Hotline by toll-free telephone call, 24 hours a day, seven days a week, at the following numbers:

- 1-866-294-3699 from the U.S. and for English speakers in Canada
- 1-855-350-9393 for French speakers in Canada
  - The call will be answered in English with a recorded greeting that will ask you to remain on the line while the company arranges for an interpreter to assist with your call. This may take 1-3 minutes. During this time, please do not hang up
- If you are reporting from outside the U.S. or Canada, follow these instructions:
  - Dial the country's direct dial access (listed to the right).
  - At the prompt dial 866-294-3699.
  - The call will be answered in English. To continue your call in another language:
    - Please state your language to request an interpreter.
    - It may take 1-3 minutes to arrange for an interpreter.
    - During this time, please do not hang up.

Australia	Optus 1-800-551-155 Telstra 1-800-881-011
Belgium	0-800-100-10
China	Southern 108-11 Southern - Mandarin Operator 108-10 <i>Southern China Includes: Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chongqing, Sichuan, Yunnan, Tibet Autonomous Region, Shaanxi, Gansu, Qinghai, Ningxia, Xinjiang and Autonomous Region</i>
England	C&W 0-500-89-0011 British Telecom 0-800-89-0011
France	0-800-99-1011 0-800-99-1111 0-800-99-1211 France Telecom 0-800-99-0011 Paris Only 0-800-99-0111 Telecom Development 0805-701-288
Germany	0-800-225-5288
Hungary	06-800-011-11
Ireland	1-800-550-000 UIFN 00-800-222-55288 Northern 0-800-89-0011
Italy	800-172-444
Japan	NTT 0034-811-001 KDDI 00-539-111 Softbank Telecom 00-663-5111
Mexico	001-800-462-4240 01-800-288-2872 Spanish Operator 001-800-658-5454 Por Cobrar Spanish 01-800-112-2020
Netherlands	0800-022-9111
Poland	0-0-800-111-1111
Scotland	C&W 0-500-89-0011 British Telecom 0-800-89-0011
Spain	900-99-0011



## INDEX

- Animals, humane care iii, 11, 12
- Anonymous reports 5, 6
- Antitrust and competition laws 29
- Authorized approval (contracts) 24
- Biosecurity 12
- Bribes and bribery 14, 16, 17, 18-19, 29
- Business and corporate opportunities 15
- Business records 23, 24
- Careful communications 22, 23, 28, 29
- Charles River assets 21-25
- Charles River Hotline iii, 5, 6, 7, 33, 34
- Communications systems 23
- Communications with market professionals and investors 28
- Communications with the media 28
- Communications using social media 22, 28
- Competition and antitrust laws 29
- Competitor information 29
- Competitors, Restrictions on interactions with 29
- Computers and other electronic devices 23
- Confidential information 21-22, 26, 28, 29
- Conflicts of interest 14-15, 29
- Contracts, approval policy 24
- Copyrights 25
- Corruption and corrupt practices 16, 18, 29
- Data protection 22
- Disciplinary action 6, 11, 15
- Disclosure of conflicts of interest 14, 15
- Discrimination 8, 9
- Electronic systems and devices 23
- Email communications 22, 23
- Environmental regulations and sustainability 9
- Equal opportunity 8
- Ethics and Compliance Resources iii, 4-5, 33-34
- Fiduciary duties of directors and officers 19
- Financial assets 25
- Financial interests (See Conflicts of interest) 15
- Financial records 18, 23
- Gifts and entertainment 16-17, 29
- Government contracting 29-30
- Government inquiries or investigations 30
- Government officials and employees 14, 17, 18
- Harassment 8, 9
- Humane Care Initiative 11, 12
- Illegal drugs 9
- Information and communication systems 23
- Information security 22, 23
- Inside information 25
- Insider trading 25-26
- Intellectual property 25
- Internal controls 24
- International transactions and trade 30
- Kickbacks 18, 19
- Lobbying 30
- Marketing and advertising materials 28
- Material inside information 25
- Monitoring of systems and content by Charles River 23
- Non-retaliation, Commitment to 6, 9, 12
- Outside board service (See Conflicts of Interest) 15
- Outside work (See Conflicts of interest) 15
- Patents 25
- Personal data and privacy 22
- Personal or family relationships (See Conflicts of interest) 14, 15
- Personal use of Charles River assets 23, 25
- Political activities and contributions 30
- Proprietary information 21-22, 28
- Raising concerns iii, 4-5, 6, 33
- Records management responsibilities 23-24
- Retaliation 6, 9, 12
- Safety in the workplace 3, 5, 9
- Social media 22, 28
- Theft 21, 23, 25
- "Tipping" material inside information 25-26
- Trade bans and restrictions 30
- Trade conferences 29
- Trading policies 26
- Trademarks 25
- Violence and threats of violence 9
- Weapons 9

