

Code of Conduct



METTLER TOLEDO



A Message from the CEO



METTLER TOLEDO is a strong company. We have gotten here through a relentless focus on innovation and serving our customers' needs. All of this happens through our engaged employees who make a difference every day. Each of us contributes, and together, as One Team, we grow stronger together.

Our strength is built on a solid foundation that is anchored by core values and principles of respect and integrity for each other and for all our stakeholders. This guides us to do the right thing. In this way, our business is enhanced and our reputation is protected.

Please take time to read our vision, values, and code of conduct, and continue to follow the principles they contain. In this way, we will each safeguard what makes METTLER TOLEDO resilient and successful.

Patrick Kaltenbach,
President and Chief Executive Officer

Code of Conduct



Introduction We Perform with Integrity

We Perform with Integrity is a fundamental value that supports all our corporate values.

We build our success on our reputation for lawful and ethical behavior. We must always conduct our business ethically and legally. This enhances and protects our reputation and is the only way for us to succeed in the long run.

We define our culture of ethical and legal compliance as “We Perform with Integrity.” It requires an uncompromising commitment to honor all relevant laws, and consider values such as honesty, candor, fairness, reliability, respect, and trustworthiness when making business decisions. This code of conduct further defines the way we do business and is applicable to all METTLER TOLEDO employees, including senior management, and the board of directors.

Responsibilities

We all have the responsibility to:

- Follow these standards. We must be familiar with the law and the code of conduct as it applies to our job. Failure to follow the code of conduct can result in disciplinary action, up to and including dismissal.
- Report violations of these standards. Addressing problems early is the only way we can resolve them before they cause harm. Failure to report a violation or suspected violation, and refusal to cooperate with an investigation of a violation or suspected violation, are breaches of this code of conduct.
- Speak up if you are unsure of METTLER TOLEDO’s expectations of you, or if you are unsure whether a violation has occurred. When in doubt, discuss the issue with your supervisor, human resources, legal/compliance, or follow the directions in **How to Get Help**.

Guidance

We will each encounter a variety of ethical and legal questions in our work. We must respond to these questions in a manner that is consistent with our core values and both the letter and the spirit of the law. This code of conduct provides general guidance for resolving a variety of legal and ethical questions. You can find more detailed guidance on our specific policies in the MT Guidelines.

Applying common sense, good judgment, and integrity to all your business dealings will help ensure your decisions are consistent with our values and this document. At the same time, we appreciate that no guideline can apply in every situation, and there will be times when you have questions. Contact your manager, human resources, or legal/compliance if you have questions about the application of either the code of conduct or the MT Guidelines to a particular situation.



TOLEDO

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Global Reach

Amazing Solutions

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METTLE

Business Partners

Our third party relationships are important: they allow us to meet our customers' expectations; but also, our third parties' actions affect our reputation. We choose our third parties carefully, and strive to partner only with third parties that share our values and operate their business responsibly. Employees should communicate our **Business Partner Code of Conduct** to third parties to inform them of their responsibilities in upholding our values.

Variations

In certain circumstances, local variations to the code of conduct may be necessary to take into account differing regulatory and business environments. If a local law conflicts with this code of conduct, you must comply with the law. But local policies may not otherwise be less strict than this code of conduct.

Employment Practices; Diversity, Equity, & Inclusion

Our employees are the lifeblood of our company. We work together with fellow employees worldwide towards common goals and are a team of many thousands of people across the globe. We foster an inclusive OneTeam culture and believe in treating each other with respect and fairness at all times. We value the differences of diverse individuals from around the world and want to leverage the diverse thinking, skills, experience, and working styles of our employees. As such, we aspire that our workforce also reflects the mix of people and communities in which we operate.

METTLER TOLEDO is an equal opportunity employer. We base all employment decisions on business reasons, such as qualifications, talents, and achievements, and must comply with local and national employment laws. To help us meet our goal of being an equal opportunity employer, we follow an open door policy and a complaint resolution process within each of our business units. You can find more details in our **Equal Employment Opportunity** policy.

We are committed to providing a working environment that is free of harassment and unlawful discrimination. Abusive, harassing, or offensive conduct is unacceptable, and we will not tolerate it, including, but not limited to, derogatory comments and unwelcome sexual advances. If you feel that you have been harassed or discriminated against, please speak out and immediately report the behavior (**See How to Get Help**).

Conflicts of Interest

We must base business decisions and actions on the best interests of METTLER TOLEDO, and we must not allow our personal considerations or relationships to motivate our decisions. A conflict of interest can arise when you take an action or have interests that affect your judgment or divide your loyalty between METTLER TOLEDO and another party. Relationships with potential or existing employees, suppliers, distributors, customers, or competitors must not affect your independent and sound judgment on behalf of METTLER TOLEDO. We must also avoid the appearance that a conflict of interest may exist.

The best policy is to avoid any direct or indirect business connection with our suppliers, customers, or competitors, except on our behalf. You or a member of your family may not receive any improper personal benefit by virtue of your position in the company. If you have, or are unsure if you have, a conflict of interest you must immediately report it to your manager, human resources, or legal/compliance. To help you make informed decisions we address some common types of conflicts here.

Assisting a Competitor

While you are employed by METTLER TOLEDO (part time or full time), you may not provide assistance or information to an organization that markets products or services in competition to our own or which may harm the company.

Personal Financial Interests

You and your immediate family members may not have a financial interest in any organization that we do business with or compete with if that financial interest would give you a conflict of interest, or the appearance of a conflict of interest, with METTLER TOLEDO.

Conflicts of interest are not always obvious. Consult with your supervisor if questions arise. You are also encouraged and expected to report suspected conflicts of interest to your supervisor, human resources, or legal/compliance (**See How to Get Help**) as appropriate.

Did you know changing circumstances can give rise to a conflict of interest?

A conflict of interest in a relationship simply means the circumstances of your relationship could cause you to have divided loyalties. That also means a conflict can arise from an existing relationship if the circumstances change. If your relative works for a METTLER TOLEDO supplier there may be no conflict of interest if you don't make buying decisions with respect to that supplier. But if your role at METTLER TOLEDO changes and you gain influence over purchases from the supplier, a conflict of interest likely exists.

Corporate Opportunities & Assets

You must advance the company's legitimate interests when the opportunity to do so arises. Unless you have the company's consent, you are prohibited from:

- taking for yourself opportunities that are discovered through the use of corporate property, information, or position;
- using corporate property, information, or position for personal gain; and
- competing with the company, whether directly or indirectly.

One of our core values is "We Use Resources Wisely." Protect our assets and ensure their efficient use: theft, carelessness, and waste have a direct impact on our profitability. Without prior approval, you may not perform work for anyone other than METTLER TOLEDO while on company time or premises. Full-time employees may not have employment with any third party without obtaining prior approval from their supervisor. Without prior approval, you are not permitted to use METTLER TOLEDO property, including computers, telephones, or other resources, to perform work for anyone other than METTLER TOLEDO.

Communications with the Public

We have a responsibility to make timely and accurate disclosures of our financial results and other significant corporate information. At the same time, we are subject to strict rules regarding all such disclosures. Our policy is to make full, fair, accurate, timely, and understandable disclosures in all public communications, including filings and submissions to the Securities and Exchange Commission.

The only persons authorized to speak to the public on behalf of METTLER TOLEDO regarding our financials and other group matters are the Chief Executive Officer, the Chief Financial Officer, and the Head of Investor Relations. All inquiries concerning METTLER TOLEDO from the media, financial analysts, or the general public must be referred without comment to the Head of Investor Relations. More details can be found in Guideline **MT 011**.

Insider Trading Policy

Insider trading laws prohibit persons from trading in securities based on non-public, material information. They also prohibit passing on such information to anyone else. We share a common interest in avoiding insider trading liability and keeping such information confidential. You may not trade in the securities of any company based on inside information learned during the course of your work for METTLER TOLEDO. Guideline **MT 022** contains the full insider trading policy applicable to all employees within the METTLER TOLEDO group.

Directors and officers of Mettler-Toledo International Inc. and certain other designated employees identified by the legal department are subject to additional restrictions on their ability to trade in METTLER TOLEDO securities. More details can be found in Guideline **MT 023**.

Environmental Compliance, Health & Safety

METTLER TOLEDO is committed to doing business in an environmentally responsible manner. All employees are responsible for ensuring that we conduct our business in compliance with applicable laws and in a manner that is protective of the environment. Employees are required to notify management if hazardous materials come into contact with the environment or are improperly handled or discarded.

We strive to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions.

Competition and Antitrust

It is our policy to abide by competition and antitrust laws. We are committed to succeeding while maintaining the highest standards of responsibility and ethics. We support free enterprise and will compete fairly and ethically within the framework of applicable competition and antitrust laws. Although these laws vary from country to country, their common purpose is to prohibit certain business practices and conduct that prevent or unreasonably restrain fair competition. The following activities are examples of potentially problematic behavior between competitors: agreeing to market prices, dividing customers or markets, and setting limits on production.

Unlawful practices can result in criminal and civil penalties applying to the company and the involved individuals. Because of the complexity of competition and antitrust rules, legal counsel must review any agreement with a competitor, or with other parties that may have a negative effect on competition. More details can be found in Guideline **MT 025**.

Did you know acts of friendship can violate competition laws?

In the course of our work we develop relationships with other market participants. If you work with the same distributor for ten years you may start to feel a sense of loyalty to them. You may even feel close to a competitor because of frequent informal interactions at trade shows over the years. But be mindful that your interactions with them can violate competition laws: You violate competition laws if you lend a sympathetic ear to a competitor friend complaining of their pricing structure over drinks. And you violate competition laws if you try to make a distributor friend's bid look good by submitting your own bid with no intention of winning.

Fair Competition

We must each endeavor to deal fairly with our customers, suppliers, competitors, and employees. Employees may not take unfair advantage of anyone including, but not limited to, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. We will legitimately collect information on customers and markets, but we will not seek business intelligence by illegal or unethical means. Stealing proprietary information, obtaining trade secret information without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. It may also be unethical to use information obtained accidentally or provided to us by unknown sources.

Intellectual Property

Our intellectual property helps us deliver the amazing solutions that separate us from our competition and make us market leaders. Intellectual property is a company asset found in the creative ideas that lead to innovations and advancements in our products and technologies. We think of it most commonly as our inventions, patents, trademarks, and copyrights.

Any intellectual property we develop while doing our jobs for METTLER TOLEDO belongs to the company. We must be alert in identifying it, taking appropriate steps to protect it, and making sure it is used only for the benefit of METTLER TOLEDO. More details can be found in Guideline **MT 030**.



Confidential Information and Information Handling

In addition to intellectual property, we have a wide variety of confidential information that is not known or available outside the company and would be valuable to our competitors or other third parties. Some examples include technical know-how, research and development data, manufacturing methods, cost figures, business plans and strategies, employee information, marketing strategies, installed base data, customer and prospect data, contact information, financial information, and software source code. In the course of business we also sometimes receive the confidential information of a third party.

We must take proper steps to protect information and keep it secure according to its proper classification (see Guideline **MT 050**), including confidential information, whether ours or that of a third party. The company will vigorously pursue any unauthorized disclosures of confidential information. Your obligation to protect the confidentiality of information (including intellectual property) continues even after your employment with METTLER TOLEDO ends.

In special cases, we may share confidential information with an outside party, including service providers. In all such cases, an appropriate agreement must be signed in advance ensuring the partner treats the information confidentially, keeps it secure, and only uses it for our legitimate business purposes. Sample agreements are available on the Legal WIKI under Contracting / MT Standard Agreements.

There is also information you may have access to as part of your job that may not be shared even within METTLER TOLEDO. Personal information regarding other employees or applicants and information concerning company strategy may only be shared with those who have a business need to know and only used for legitimate and authorized purposes. More details can be found in Guideline **MT 050**.

Did you know most information breaches are caused by employees?

Employees almost always mean well, but mistakes happen. For example, employees may copy information to their desktop or a flash drive for convenience, which leaves the information unsecure if that equipment is lost. Or an employee may not realize information they have is worth protecting and share it freely. To guard against these mistakes we should follow two simple rules: (1) Assume all METTLER TOLEDO information is confidential unless you specifically know otherwise; and (2), limit distribution of information internally to only those employees who need it to do their jobs.

Data Privacy

We must comply with all relevant data privacy and protection laws. These laws may be broad, and often include restrictions on collecting, storing, processing, using, and transferring certain types of information. These laws usually relate to personal information (e.g. information relating to persons, like employees and customer contacts) but what information constitutes personal information is broad and not always obvious. You should consult with the legal department if there is any uncertainty. More details can be found in Guideline **MT 052**.

Records and Record-Keeping

We require honest and accurate recording and reporting of information in order to make responsible business decisions and to enable us to properly inform our investors.

We must maintain all of the company's books, records, accounts, and financial statements in reasonable detail, appropriately reflecting the company's transactions, and in conformance both to applicable legal requirements and to the company's system of internal controls, including the Controller's Manual. Unrecorded or "off the books" funds or assets may not be maintained.

All employees involved in the preparation of public disclosures, including of the company's financial statements and the periodic reports required to be publicly filed by the company, must seek to ensure that these disclosures are full, fair, accurate, timely, and understandable.

Business records and communications often become public, and employees should avoid exaggeration, derogatory remarks, guesswork, and inappropriate characterizations of people or companies that could be misunderstood. Employees have a responsibility to manage documents and make decisions on document retention, but may never alter or destroy records that might relate to any pending investigation or legal proceeding.

Use of E-mail and the Internet

We provide employees with computer systems, including e-mail, and access to the Internet. These systems are business tools that belong to the company and are to be used for business purposes. Improper use of these tools may have legal or security implications for the company and for employees personally. The content of the e-mail messages we create, as well as the data we access over the Internet, must always be appropriate. METTLER TOLEDO reserves the right to monitor use of these systems at any time. More details can be found in Guideline **MT 055**.

Gifts and Entertainment

We are committed to a high standard of ethical conduct and choose to avoid even the appearance of impropriety in the conduct of our affairs. Accordingly, we may not make gifts of cash on the company's behalf.

We may give or accept non-cash gifts, entertainment, meals, and travel only infrequently, and only if of moderate value and in furtherance of a definite and legitimate business purpose. More details can be found in Guideline **MT 013**.

Did you know giving and receiving gifts and entertainment almost always creates the appearance of a conflict of interest?

The appearance is stronger the more frequent and the more lavish the gift or entertainment. It is too easy to assume someone made a given decision – for example to use a certain supplier – because that person wants to keep receiving gifts and entertainment. To reduce the appearance of a conflict of interest, give and accept gifts and entertainment only infrequently, only of moderate value, and always appropriate to the legitimate business being conducted.

Antibribery

We conduct our business fairly, relying on the merits of our products, services, and employees. It is not appropriate, and may be illegal, to try and influence a customer or supplier to make a business decision in our favor by offering a payment or gift. Even if not illegal, such payments create the appearance of impropriety and damage the company's reputation.

No employee or representative of METTLER TOLEDO (including business partners) may, directly or indirectly (e.g. through a third party), offer or provide a bribe to any person regardless of the amount. If there is any uncertainty, you should consult with the Compliance Director. More details can be found in Guideline **MT 013**.

Did you know an offer does not have to be objectively valuable to be an illegal bribe?

The monetary value of an offer does not matter. If the thing offered has value to the recipient and could influence a decision they make to METTLER TOLEDO's benefit, it is an illegal bribe. In this way, offering a job to a government official's relative, or supporting a customer's favorite charity can be illegal bribes. The only safe course is to avoid offering anything intended to influence a decision.

International Trade Considerations

We must comply with all relevant international trade laws. These laws include restrictions on exports of certain products, software, and technology to certain countries, individuals, and companies. What laws are applicable is not always self-evident: the rules are complex and highly fact-specific. More details can be found in Guideline **MT 005**.

How to Get Help

If a question of how to behave involves a matter of law, our course is clear and unambiguous – we follow the law. But often questions are not so straightforward, particularly if we do not have all the relevant information. The best course of action is to methodically approach solving difficult problems. If you are unsure what to do in any situation, try to get the facts right, and seek guidance before you act.

1. Discuss the problem with your supervisor. This is the basic guidance for most situations. In most cases, your supervisor will have a broader perspective, and will appreciate being brought into the decision-making process before it is too late. In the rare case where it may not be appropriate to discuss an issue with your supervisor, you can consider discussing it locally with your general manager or human resources manager. You may also contact the Ombudsman by e-mail at **Ombudsman@mt.com**.
2. Ask yourself – what specifically did you observe or are you being asked to do? This should allow you to focus on the specific issue you are facing, and what alternatives you may have.
3. Clarify your responsibility. Many situations we face involve shared responsibility. Are the other parties informed? By getting others involved and airing issues, a good course of action usually comes to light.
4. Is it fair? If a course of action seems unfair, examine why it seems unfair and who might be harmed. Is it a customer? The company's interests? Other employees?

Reporting Violations; Accounting and Auditing Concerns

Employees must report suspected violations of laws, rules, regulations, this code of conduct, or the MT Guidelines to their supervisor, general manager, legal/compliance, or the Head of Internal Audit. METTLER TOLEDO will not permit retaliation for reports made in good faith.

Employees must cooperate fully in any investigation and, in accordance with applicable laws, keep their knowledge and participation confidential to help safeguard the integrity of the investigation.

Employees must submit complaints regarding accounting, internal accounting controls, or auditing matters, as well as concerns generally regarding questionable accounting or auditing matters. More details can be found in Guideline **MT 027**.

All submissions may be made confidentially and/or anonymously using the reporting channels described below. Employees should be aware that anonymous reports may be more difficult to investigate. Confidentiality will be maintained to the fullest extent possible.

- (a) call +1 (800) 916 3542
- (b) send an e-mail at **Report a Complaint or Concern to the Ombudsman**, or
- (c) contact the board of directors or Internal Audit as listed below.

Mettler-Toledo International Inc.
Presiding Director
1900 Polaris Parkway
Columbus, OH 43240
USA
E-mail: LeadDirector@mt.com

Head of Internal Audit
Mettler-Toledo International Inc.
1900 Polaris Parkway
Columbus, OH 43240
USA
E-mail: Ombudsman@mt.com

Waivers of Code of Conduct

Any waiver of this code of conduct for executive officers or directors of Mettler-Toledo International Inc. may only be made by the board of directors or a committee of the board of directors and must be promptly disclosed to shareholders.

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