

WATERS CORPORATION:
GLOBAL ANTI-BRIBERY & ANTI-CORRUPTION COMPLIANCE POLICY
EFFECTIVE: May 9, 2018
LAST UPDATED: August 27, 2018

I. Introduction

At Waters Corporation (“Waters” or “the Company”), we are committed to the highest standards of integrity and ethical business conduct. As part of our commitment, we have adopted the following **Global Anti-Bribery & Anti-Corruption Compliance Policy** (“this Policy”). This Policy prohibits any conduct that amounts to requesting, accepting, giving, or offering anything of value to or from anyone to reward improper performance or to obtain an unfair business advantage.

As a Company Party¹, you are required to read this Policy in its entirety and to certify compliance with this Policy on an annual basis.

II. Legal Landscape

All Company Parties must conduct their activities in full compliance with all applicable anti-corruption laws, including without limitation, the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), the Anti-Unfair Competition Law of the PRC (“AUCL”), and any other anti-corruption laws that are in effect in the countries in which the Company does business.

If any law conflicts with this Policy or any global policy or procedure, you must comply with the law. However, if a local policy, procedure, or custom conflicts with this Policy or any global policy or procedure, you must comply with this Policy and all global policies and procedures. If you have any questions about such conflicts, you should contact Legal, Compliance, or ethics@waters.com.

Global anti-corruption laws prohibit making offers, promises, or payments to government officials, political parties, or party officials, or giving to any candidate for political office, things such as money, gifts, or anything of value, to reward improper performance or to obtain an unfair business advantage. Such activity is illegal, regardless of whether it is done directly or indirectly (*i.e.*, through a third party acting on Waters’ behalf). For purposes of this Policy, “anti-corruption laws” includes the FCPA, UKBA, AUCL, and where applicable, legislation enacted by member States and signatories implementing the OECD Convention Combating Bribery of Foreign Officials.

For purposes of this Policy, a “government official” means any officer or employee of a government, or any department, agency, or instrumentality of a government, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, or officials at all levels of federal, state, provincial, county, municipal, or similar officials of any government. In addition, “government official” includes officials at all levels of any commercial enterprise owned, controlled, or operated by a

¹ As defined in the Waters Global Code of Business Conduct & Ethics, “Company Party” includes all Waters employees, executive officers, and directors.

government. Please note that “government official” is defined broadly, and includes research scientists and health care professionals employed by public universities, hospitals, and research centers.

In addition to jeopardizing the Company’s business reputation, violations of anti-corruption laws can subject both the Company **and individuals** to substantial criminal and civil penalties. In addition to those penalties, violations of this Policy may result in discipline by the Company, including reprimand, bonus reduction, suspension, or termination. The Company may also report violations of this Policy to the appropriate supervisory, regulatory, or law enforcement authorities.

III. Anti-Bribery & Anti-Corruption

A. General

No Company Party shall make, offer to make, or promise to make payments, or give anything of value, directly or indirectly, to any third party, including without limitation any government official, to assist the Company in obtaining or retaining an improper business advantage. Further, no Company Party may solicit or accept payments or anything of value from any third party for purposes of providing an improper benefit.

If confronted with a request, demand, or offer for an improper payment or other violation of this Policy, the request, demand, or offer must be rejected and reported to Legal, Compliance, or ethics@waters.com immediately.

B. Gifts & Business Entertainment

1. Giving Gifts & Business Entertainment

As a general matter, the Company competes for and earns business loyalty through the quality of its products and customer service, not with gifts or lavish entertainment. However, this Policy recognizes that modest gifts and reasonable business entertainment can play an important role in strengthening relationships and promoting the Company’s products and services.

The principal guide in providing gifts and business entertainment in compliance with the anti-corruption laws is a rule of reasonableness. All gifts and business entertainment must be reasonable in value, permitted under local law and the recipient’s employer’s guidelines, and provided openly and with complete transparency. No cash or cash equivalent gifts (*e.g.*, gift cards) are permitted.

All such expenditures must be recorded accurately in the Company’s books and records. All receipts and invoices must be maintained and must identify each participant or attendee by name, title, and company or agency, as well as the date of the expenditure.

Gifts or business entertainment may never be offered or provided to a government official without written approval from Legal or Compliance. Since the provision of gifts or business entertainment, if abused, can create the appearance of impropriety, or worse, violate

anti-corruption laws, you are encouraged to consult with Legal or Compliance if you have any doubt about the reasonableness of any potential gift or business entertainment.

Please note that these rules apply even if you are not seeking reimbursement for the gift or business entertainment expense (*i.e.*, paying these expenses with your own personal funds does not avoid these requirements).

2. **Receiving Gifts & Business Entertainment**

Company Parties must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities, or other favors from any customer, supplier, or other person doing or seeking to do business with the Company, other than items of nominal value.

You must immediately report to Legal, Compliance, or ethics@waters.com receipt of any gift, or any series of gifts in a year, exceeding the amounts specified in **Appendix A** in total value from any party that does business or competes with the Company. Such gifts should be returned immediately. If immediate return is not practical, they should be given to the Company for charitable disposition or accepted on the Company's behalf and shared among all employees in the office. Discounts or other preferential treatment from business providers are acceptable only if they are well-known and available to all Company Parties.

C. Hospitality, Travel, Lodging and Meals

Paying or offering to pay hospitality, travel, and lodging expenses for a current or prospective customer or third-party business partner may be permissible if the legitimate business purpose is clear and the expenses are reasonable and consistent with the Company's travel policies and guidelines. If you have any questions about whether a certain expense is permissible, please consult with Legal or Compliance, as appropriate.

Meals provided to a current or prospective customer or third-party business partner are permitted as long as they are reasonable and customary and do not violate the laws of the local country or this Policy. You must receive written approval from Legal or Compliance in advance for any meal costing more, on a per person basis, than the amounts specified in **Appendix A**.

D. Political Contributions

It is Waters' policy that the Company does not contribute, directly or indirectly, to any political campaign or party. This Policy does not prohibit Company Parties from individually participating in political matters at the individual's choosing, on his or her own time, and at his or her own expense. Company Parties may not use expense accounts to pay for any personal political contributions or seek any form of reimbursement from the Company for such contributions. When an individual speaks on public issues, it must be made clear that comments or statements made are his or her own and not those of the Company.

A Company Party may never make a political contribution, even in his or her own name, to obtain or retain business or to gain an improper business advantage. If a government official or candidate for political office solicits a political contribution in connection

with any government action related to the Company or its third-party business partners, you must contact Legal or Compliance immediately.

E. Charitable Contributions

Waters believes in contributing to the communities in which it does business, and this Policy permits reasonable donations to charities or non-governmental organizations with a documented need for the donation. Charitable contributions may be made only for legitimate, philanthropic reasons, such as to serve humanitarian interests and to support cultural or educational institutions. **A Company Party may never make a charitable contribution, whether in the Company's name or in his or her own name, to obtain or retain business or to gain an improper business advantage.**

Company Parties must consult with Legal or Compliance prior to making a charitable donation to an organization that has significant or well-known sponsorship by a government official or any individual or entity that has the power to decide or influence the Company's commercial activities.

F. Internships & Other Employment Offers

On occasion, customers or government officials may request that the Company provide internships or other employment to certain individuals, including relatives. Offering internships or employment at the request of customers or government officials may be viewed as providing an item of value.

If a customer or government official approaches you with this type of request, you should consult with Legal or Compliance prior to making any internship or employment offer.

G. Grants & Sponsorships

From time to time, Waters may support scientific and educational activities by sponsoring, for example, academic conferences, or engaging individuals to speak regarding Waters' science and technology. Any decision to support an educational program or sponsor an event may not be linked to, or dependent in any way upon, a recommendation or purchase of a Waters' product or service. The Company's support must be unrestricted and may not be provided as an inducement or reward for business. Furthermore, conference sponsorships, speaker engagements, and similar support must be approved in writing by Legal or Compliance in advance and must be accompanied by a written agreement.

H. Tenders & Government Contracts

All tender submissions and government contracts must comply with applicable laws, this Policy, and the Waters Global Code of Business Conduct & Ethics. All tender submissions and government contracts must be reviewed by local management, in consultation with Legal or Compliance, as appropriate, prior to submission of the tender. All discounts, rebates, or other pricing terms must be documented and duly recorded in the Company's books and records.

I. Facilitation Payments

This Policy prohibits facilitation payments (*i.e.*, payments made to any individual government official to secure or expedite routine governmental action). These payments are illegal under the laws of numerous countries. Waters strictly prohibits facilitation payments by the Company or on the Company's behalf. If you are not certain whether a payment to a government official would be considered a facilitation payment, you must contact Legal or Compliance.

If personal safety, security, or freedom of movement is at risk, a facilitation payment may be made and then reported to Legal or Compliance as soon as reasonably possible.

J. Solicitation

Waters strictly prohibits the payment of bribes and does not permit improper payments to anyone. If a business partner, prospective business partner, competitor, or any government official or candidate for political office, requests or demands a bribe or other improper payment, you must refuse the request or demand and contact Legal or Compliance immediately.

IV. Recordkeeping

In accordance with the books and records requirement of the FCPA and other anti-corruption laws, Waters must maintain books, records, accounts, and financial statements that appropriately reflect the Company's transactions in reasonable detail and conform to applicable legal requirements and the Company's internal controls and operating procedures. To that end, all Company Parties must be timely, honest, and accurate when preparing financial reports and records.

Company Parties should be sure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

V. Internal Controls

Waters' internal controls and operating procedures are designed to prevent, deter, and remedy any violation of the law or Company policy. The Company has a responsibility to investigate and report to appropriate governmental authorities, as required, any violations of the law and the actions taken by the Company to remedy such violations. Internal Audit will conduct periodic audits of its books and records to monitor compliance with the law and Company policy. All Company Parties are expected to cooperate fully with any investigation or internal audit conducted by the Company.

VI. Dealers, Agents, and Distributors & Other Third-Party Business Partners

A. Overview

The Company's commitment to compliance extends to the activities of the Company's third-party business partners, including but not limited to Waters' dealers, agents, and distributors ("DADs") around the world. If any Company Party knows or has reason to believe any DAD or other third party is making improper payments on the Company's behalf, the Company may be held responsible for the third party's actions. Acting with willful blindness by "looking the other way" or "burying one's head in the sand" and ignoring red flags may be sufficient to establish Waters' knowledge of such conduct by a third party.

B. Red Flags

All Company Parties must be alert for "red flags" (*i.e.*, signs of possible improper conduct by our DADs and other third-party business partners). A red flag does not mean that something illegal has happened, but rather that further investigation is necessary.

If you notice any "red flag," you should contact Legal, Compliance, or ethics@waters.com immediately. "Red flags" include, but are not limited to, the following:

- Familial or other relationships between any employee or representative and a government official that could improperly influence the decision of a government official;
- A third party related to or recommended by a government official;
- A government official or representative of a government official demands retention of a particular party or suggests that such retention will make it easier to obtain business;
- Requests by a government official or customer for employment of friends/relatives;
- A third party requests payment to be made to another third party, to an account in a third country, or in cash or other untraceable funds;
- Invoices are not adequately documented or are higher than normal;
- Unusual or excessive payment requests, such as requests for over-invoicing, ill-defined or last-minute payments, or mid-stream compensation payments;
- Commissions, fees or bonuses out of proportion to the value of services rendered (*e.g.*, "success fees");
- A third party has past convictions or charges for violating local laws;

- A third party expresses a desire to keep his representation of the Company or the terms of his retention secret;
- Payments for unspecified services or otherwise questionable services;
- Demands for lavish entertainment, gifts or travel in connection with negotiations;
- Requests for political or charitable contributions;
- Refusal or hesitancy by the third party to disclose its owners, partners or principals; or
- Refusal to agree to abide by the FCPA, UKBA, applicable law, or this Policy.

C. Due Diligence

In the ordinary course of business, the Company enters into numerous relationships and transactions with third parties. The Company has ongoing commercial relationships with many of these third parties; others may be new to the Company. Prior to entering into an agreement or relationship with any new third party, or renewing any agreement or relationship with a current third-party business partner, the Company will conduct a reasonable, risk-based review of the third party. Local management should consult with Legal or Compliance, as appropriate, concerning the use of a DAD or other third party on behalf of the Company.

VII. Compliance Training & Annual Certification

As part of Waters' ongoing commitment to anti-bribery and anti-corruption compliance, all Company Parties must receive and review a copy of this Policy and certify compliance with this Policy on an annual basis.

In addition, the Company will offer periodic compliance training programs to educate Company Parties about the requirements and obligations of anti-corruption laws and this Policy. Each Company Party must participate in such training.

APPENDIX A:
LOCAL GIFT, MEALS & BUSINESS ENTERTAINMENT LIMITS

REGION	LIMIT (USD)
United States & Canada	\$100
Latin America	\$50
Europe (excl. United Kingdom)	\$100
United Kingdom	\$100
APAC* & India	\$50
Korea	\$25
Hong Kong, Japan & Singapore	\$100

*Excluding: Hong Kong, Japan, Korea, Singapore