

MOCON, INC.

CODE OF ETHICS FOR EMPLOYEES, OFFICERS AND DIRECTORS

MOCON, INC. (collectively with its subsidiaries, the “Company”) has adopted this Code of Ethics (this “Code”) for all of its employees, officers and directors. This Code is intended to document the Company’s policy of promoting honest and ethical conduct and deterring wrongdoing by each of its employees and directors, while fostering a culture of prompt internal reporting of violations and collective accountability for adherence to the law. This Code applies to all of the Company’s employees, including the Company’s principal executive officer, principal financial and accounting officer and controller, and each of its directors.

In order to uphold and promote the Company’s reputation for honesty and fair dealing, as well as its commitment to integrity, accountability, respect and the other values of the Company, each employee, officer and director of the Company shall:

- Act honestly and ethically in the performance of their duties at the Company.
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the employee prepares, or has responsibility for preparing, and that the Company files with, or submits to, the SEC or that the Company makes available to the investing public.
- Cooperate fully with the people responsible for preparing reports and documents that the Company files with, or submits to, the SEC or that the Company makes available to the investing public to make sure that those people are aware in a timely manner of all information that might have to be disclosed in those reports or documents or that might affect the way in which information is disclosed.
- Comply with all laws, rules and regulations to which the Company is subject, including the laws, rules and regulations of all federal, state and local governments in each jurisdiction in which the Company (including any of its subsidiaries) operates and other private and public regulatory agencies that affect the conduct of the Company’s business and the Company’s financial reporting.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the employee’s or director’s independent judgment to be subordinated.
- Deal fairly with Company customers, suppliers, and employees, avoiding unfair advantage through concealment, manipulation or abuse of privileged information.
- Maintain skills relevant to carrying out the employee’s or director’s duties within the Company.
- Providing a work environment that is free from all forms of unlawful discrimination and free from harassment, including sexual harassment, in any form.
- Proactively promote ethical behavior among peers and colleagues in the work environment and community.

- Lawfully and properly use and responsibly protect and exert control over all assets and resources of the Company entrusted to the employee or director.
- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information.
- Advance the interests of the Company and avoid business opportunities that become known through the use of Company information, position or property, without full prior disclosure to and consent from Company executives.
- Provide fair disclosure and obtain required approvals when taking actions affecting the Company.
- Avoid actual and apparent conflicts of interest between personal and professional relationships, including the avoidance of:
 - any outside commercial interests which might influence one’s official decisions or actions or be considered “self-dealing,” such as obtaining a significant financial interest in an enterprise that maintains business relations with the Company or making a significant investment in a competitor of the Company;
 - involvement in any outside transaction involving or affected by confidential information or special knowledge of the Company’s activities (i.e., not generally known or available to the public);
 - accruing any actual or apparent obligation to anyone by accepting or giving gifts, other favors or other items of value where it might appear that they were given for the purpose of exerting improper influence in the execution of one’s duties to the Company or for the purpose of exerting improper influence or favor or which would violate any laws or regulations; and
 - outside employment or activities which would substantially impair the effective performance of one’s obligations to the Company, either because of excessive time demands or because such activities run contrary to commitments to the Company.
- Promptly bring to the attention of the Chair of the Audit Committee of the Board of Directors any information of which the employee or director has knowledge concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting disclosures or internal controls.

Any person who has information concerning any violation of this Code by any employee, officer or director, or any concerns related to accounting, auditing, financial reporting or disclosure matters shall promptly bring such information or concern to the attention of the Chair of the Audit Committee of the Board of Directors or, if the violation concerns the Chair of the Audit Committee, to any other director. The Chair of the Audit Committee may be contacted on an anonymous basis by using our telephone hotline at 800-398-1496 or in writing at the address listed below:

Paul Zeller
przeller@comcast.net

Mr. Paul Zeller, Chair of Audit Committee
Confidential – To Be Opened by Mr. Zeller Only
7500 Mendelssohn Avenue North
Minneapolis MN 55428

Any investigation with respect to alleged legal violations or unethical activities will be conducted in a competent and fair manner. Requests for anonymity will be respected to the extent that such protection does not result in the violation of another employee's rights or impede a proper investigation. Any Company employee who raises a concern in good faith regarding a possible violation of law or Company policy will be protected from retaliation. Retaliation against or harassment of an employee for making a report is a violation of Company policy.

Any waiver of this Code for a director or executive officer of the Company may be made only by the Board of Directors of the Company. The reasons for any such waiver shall be documented in the minutes of the meeting of the Board of Directors at which it is considered and granted. Any such waiver and the reasons therefore, and any amendments to this Code shall be promptly disclosed as required by law, SEC regulation and the rules of any stock exchange on which the Company's securities are listed.

The Company expects all of its employees and directors to comply at all times with the principles in this Code. A violation of this Code by an employee or director is grounds for disciplinary action up to and including discharge (in the case of employees) and possible legal prosecution.

The provisions of this Code are in addition to, and do not modify, replace or supersede the Company's other policies or procedures as in effect from time to time, including, but not limited to:

- Those policies and procedures set forth in any employee handbook;
- The Company's policies considering insider trading and confidentiality;
- The Company's whistleblower policy;
- The Company's policy concerning the Foreign Corrupt Practices Act (FCPA); and
- Any other statements of policy or procedure, whether written or oral.

You can receive a copy of any of these policies at any time by contact the Company's Chief Financial Officer.