

MOCON, INC.

WHISTLEBLOWER POLICY

Senior management and the Board of Directors of MOCON, Inc. (“MOCON” or the “Company”) require compliance by all of our officers, directors and employees, our subsidiaries and affiliated entities, and our business partners with all applicable laws, rules and regulations. All MOCON employees and other agents must respect and obey all federal laws and regulations and the laws of the jurisdictions in which we operate. Although each of us is not expected to know all the details of these laws, we may not remain willfully ignorant and it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. We are all responsible for ensuring that MOCON achieves its business goals in an ethical and legally complaint manner.

The Company is committed to achieving compliance with all applicable laws, regulations and standards, including securities laws and regulations, accounting standards, accounting controls and audit practices. The Company’s Audit Committee will oversee treatment of employee concerns in this area.

MOCON does not tolerate any form of retaliation, whether direct or indirect, against an employee who, in good faith, reports a concern or wrongdoing, or cooperates with an investigation concerning any business conduct or ethics-related issue. Any person found to have retaliated against an employee under these circumstances will be subject to disciplinary action, up to and including termination of employment. While MOCON encourages an atmosphere of openness and transparency, we recognize people will sometimes wish to raise their concerns or seek help in confidence or anonymously. If you wish to keep your identity and the information you share confidential, the Company will take steps to protect your anonymity to the fullest extent possible. All concerns will be promptly investigated, and the investigation will be kept confidential to the extent that only those parties who have a need to know be involved to investigate and rectify the issue.

All reports of misconduct should be made in good faith, when you believe the information you are providing is truthful. “Good faith” reporting means sharing concerns about possible violations with any of the contacts named below in the “Resources for Reporting” section. As long as reports relate to honest concerns, it does not matter if they are found to be correct or not. Like any other misconduct, intentionally filing false or misleading reports will result in disciplinary action, up to and including termination of employment.

The whistleblowing policy is intended to protect anyone who raises concerns regarding MOCON such as:

- Incorrect financial reporting
- Unlawful activity
- Activities that are not in line with MOCON policy, including the Code of Business Conduct and Ethics
- Activities that otherwise amount to serious improper conduct

In order to facilitate the reporting of employee complaints, the Company’s Audit Committee has established procedures for (1) the receipt, retention, investigation and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”),

other legal or regulatory matters, and alleged violations of the Code of Conduct and Ethics, Foreign Corrupt Practices Act (FCPA) Policy, Insider Trading Policy or other policies adopted by the Company, and (2) the confidential, anonymous submission by employees of concerns regarding any of the above.

Employee Complaints

Employees with concerns regarding Accounting Matters may report their concerns to the Chair of the Audit Committee of the Company's Board of Directors at the address listed below, or to any executive officer of the Company, to any member of the Audit Committee of the Company's Board of Directors or to any Director. The Chair of the Audit Committee may be contacted 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

Employees may forward complaints on a confidential or anonymous basis to an independent third party engaged by the Audit Committee to handle these matters via telephone at 800-398-1496, or via their website at: www.lighthouse-services.com/mocon.

Scope of Complaints

These procedures relate to employee complaints of any questionable Accounting Matters, legal or regulatory matters, and alleged violations of the Code of Conduct and Ethics, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company, or deviation from full and fair reporting of the Company's financial condition;
- The violation of any state, local, federal or other applicable law or rule or regulation adopted pursuant to law.

Treatment of Complaints

- Upon receipt of a complaint, the Audit Committee will determine whether the complaint actually pertains to Accounting Matters and when possible, acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting Matters or matters involving fraud, will be reviewed under Audit Committee direction and as the Chairman of the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Other Complaints will be referred for investigation to appropriate personnel or outside parties or agencies, with the Audit Committee maintaining supervisory control.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
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In order to resolve all matters promptly and appropriately, you are expected to cooperate with any investigation if asked to do so. Remember, our Code does not allow any of the following:

- Destroying information relating to a matter under investigation,
- Providing false or incomplete information pertaining to ethical or legal misconduct,
- Failing to report, or hiding, facts or data pertaining to known ethical or legal misconduct, and
- Discussing issues under investigation without prior approval from the Legal Department

The Company will not discharge, demote, suspend, threaten, retaliate, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters, as specified in Section 806 of the Sarbanes-Oxley Act of 2002, or as otherwise protected by applicable law.

Reporting and Retention of Complaints and Investigations

The Audit Committee will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Board of Directors. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.