

## **Cantel Medical Corp.**

### **Code of Business Conduct and Ethics**

(Revised as of October 21, 2009)

#### **1. Complying with Law**

All employees, officers and directors of the Company should respect and comply with all of the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions, in which the Company conducts its business or the laws, rules and regulations of which are applicable to the Company.

Such legal compliance should include, without limitation, compliance with the "insider trading" prohibitions applicable to the Company and its employees, officers and directors. Generally, employees, officers and directors who have access to or knowledge of material confidential or non-public information from or about the Company are not permitted to buy, sell or otherwise trade in the Company's securities, whether or not they are using or relying upon that information. This restriction extends to sharing or tipping others about such information, especially since the individuals receiving such information might utilize such information to trade in the Company's securities. In addition, the Company has implemented trading restrictions to reduce the risk, or appearance, of insider trading. Company employees, officers and directors are directed to the Company's Securities Trading Policy (and, with respect to officers and directors, the Company's Section 16(a) Compliance Policy) or to the Company's legal counsel (Eric Nodiff - 973-890-7220) if they have questions regarding the applicability of such insider trading prohibitions.

This Code of Business Conduct and Ethics does not summarize all laws, rules and regulations applicable to the Company and its employees, officers and directors. Please consult the Company's Chief Executive Officer (or other executive officer) and the various guidelines which the Company has prepared on specific laws, rules and regulations.

#### **2. Conflicts of Interest**

All employees, officers and directors of the Company should be scrupulous in avoiding a conflict of interest with regard to the Company's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. Loans to, or guarantees of obligations of, employees and directors and their respective family members may create conflicts of interest. Federal law prohibits loans to directors and executive officers.

This Code does not attempt to describe all possible conflicts of interest that could develop, although some of the more common considerations and conflicts from which employees, officers and directors must refrain are set out below:

A. Business Entertainment: Customary business entertainment, such as a meal, that is provided by a customer, supplier or other business colleague may be accepted. Although business entertainment may occur in a variety of situations, including sporting and recreation events, the key determinant is that such entertainment have a business related purpose and that it be reasonable in cost and regularity.

B. Acceptance of Gifts, Loans or Other Favors: Employees, officers and directors of the Company (and their families) may not borrow, or otherwise receive funds from present or potential suppliers, customers or partners of the Company. In addition, they may not accept personal gifts or favors with a value totaling in excess of \$100 per year from anyone doing or seeking to do business with the Company without prior written approval of an officer of the Company. Personal gifts include not only material goods but also services, promotional premiums, discounts on personal purchases of goods or services, nonbusiness entertainment, personal travel or hotel accommodation or any other beneficial arrangement. The preferable course of action is to limit acceptance of a gift to an item of nominal value such as an advertising novelty. In those countries where the exchange of gifts is customary and legal and it would be offensive or disturbing for an employee to decline a gift of a value greater than \$100, the gift may be received with prior approval, but the Company may request that it be turned over to the Company.

Loans to employees from financial institutions that do business with the Company are permissible as long as the loans are made on prevailing terms and conditions and are in amounts meeting the institutions usual and ordinary lending guidelines.

Unless specified to the contrary, employees on company business may accept for their personal account mileage and other future credits offered by transportation companies, hotels, auto rental agencies and restaurants if they are based upon membership in bonus programs for individuals and are offered to travelers generally, provided that the expense to the Company is not increased by reason of selection of a provider granting such credits to the employee.

C. Competing Outside Employment or Business Interests: Employees, officers and directors of the Company may not own, have a material financial interest in, work for, consult with, serve as an officer or director, or otherwise assist a business that competes with or conflicts with any business of the Company. If a family member or someone close to the employee, officer or director is an employee of or otherwise associated with a competitor of the Company, the employee, officer or director should notify an officer of the Company (or a supervisor of the employee) so that the nature and extent of any concern may be assessed and appropriately resolved.

Employees, officers and directors may not market products or services that compete with or whose interests may conflict with the Company. Such persons may not work for a customer, supplier, contractor, regulatory, or competitor, or member of its board of directors without prior approval of an officer of the Company.

D. Relationship with a Supplier, Customer or Partner: Employees, officers and directors should not have any business or financial relationship with customers, suppliers, contractors, regulators, that could influence or appear to influence such person in carrying out their responsibilities. This would include the ownership of stock in these companies. However,

ownership of a nominal amount of stock in a publicly owned company generally would not be considered a conflict.

E. Negotiating with a Company in which the Employee has an Interest: Any employee or officer involved in negotiating an agreement or transaction with a company in which the employee or officer owns stock or has any other financial interest or business relationship should inform his or her supervisor or an officer of the Company so that a determination can be made as to how best to proceed.

F. Employment of Relatives: The Company recognizes that there will be situations in which relatives or persons on a close personal relationship may be employed in the same operating unit. However, it is the policy of the Company that related persons or those in a close personal relationship not be in a direct reporting relationship, and that all reasonable efforts be made to assure that the treatment of employees be even-handed and without any favoritism shown to related persons or those in a close personal relationship. Any questions about or proposed exceptions to the application of these policies should be directed to an officer of the Company.

Conflicts of interest are generally discouraged and may be prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors or committees of the Board from time to time. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, senior officer or other appropriate personnel. Waivers of a conflict of interest may be made solely in accordance with Section 14 below.

### **3. Corporate Opportunity**

Employees, officers and directors are prohibited from (a) taking for themselves personally opportunities that properly belong to the Company (such as the acquisition of a company or a product line in the same industry as the Company) or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### **4. Confidentiality**

Employees, officers and directors of the Company must maintain the confidential information entrusted to them by the Company or its suppliers, customers or other third parties, except when disclosure is authorized by the Company or required by laws, regulations or legal proceedings. Employees, officers and directors should consult the Chief Executive Officer (or other executive officer) if they believe they have a legal obligation to disclose confidential information. Confidential information includes all non-public information that might be of use to competitors of the Company, or harmful to the Company or its suppliers, customers or other such third parties if disclosed.

**5. Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers and competitors. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

**6. Protection and Proper Use of Company Assets; Financial Record Maintenance**

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets should be used only for legitimate business purposes.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

**7. Accounting Complaints**

The Company's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Company. If any employee, officer or director of the Company has concerns or complaints regarding questionable accounting or auditing matters of the Company, then he or she is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the Audit Committee of the Board of Directors which will, subject to its duties arising under applicable law, regulations and legal proceedings, treat such submissions confidentially. Such submissions may be directed to the attention of the Audit Committee, or any director who is a member of the Audit Committee, at the principal executive offices of the Company (or to an address of the Audit Committee Chairman supplied by Company). In addition, complaints may be reported to (a) the Company's legal counsel (Eric Nodiff – 973-890-7220) or (b) the Company's hotline (1-800-826-6762) that is maintained by an independent third party.

**8. Reporting any Illegal Or Unethical Behavior**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and, when in doubt, about the best course of action in a particular situation. Employees, officers and directors who are concerned that violations of this Code or that other illegal or unethical conduct by employees, officers or directors of the Company have occurred or may occur should either contact their supervisor or superiors. If they do not believe it appropriate or are not comfortable approaching their

supervisors or superiors about their concerns or complaints, then they may contact (a) the Company's legal counsel (Eric Nodiff – 973-890-7220) or (b) the Audit Committee or Nominating and Governance Committee of the Board of Directors of the Company or (c) the Company's hotline (1-800-826-6762) that is maintained by an independent third party. If their concerns or complaints require confidentiality, including keeping their identity anonymous, then this confidentiality and anonymity will be protected to the extent practicable, subject to applicable law, regulation or legal proceedings.

**9. No Retaliation**

The Company will not permit retaliation of any kind by or on behalf of the Company and its employees, officers and directors against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

**10. Public Company Reporting**

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, an employee, officer or director may be called upon to provide necessary information to assure that the Company's public reports are complete, fair and understandable. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt, complete and accurate answers to inquiries related to the Company's public disclosure requirements.

**11. U.S. Foreign Corrupt Practices Act**

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

**12. Business Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

**13. Record Retention**

Records should always be retained or destroyed according to the Company's record

retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Chief Executive Officer or other executive officer.

**14. Amendment, Modification and Waiver**

The Nominating and Governance Committee shall consider any requests for waivers from this Code and make recommendations to the Board of Directors with respect to such waivers. This Code may be amended, modified or waived by the Board of Directors, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules of the New York Stock Exchange.