HARVARD BIOSCIENCE, INC.

Third Amended and Restated

CODE OF BUSINESS CONDUCT AND ETHICS

Purpose and Scope

The Board of Directors of Harvard Bioscience, Inc. (together with its subsidiaries, "the Company") established this Code of Business Conduct and Ethics to: (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest; (b) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, submits to, the Securities and Exchange Commission and in other public communications made by the Company; (c) promote compliance with applicable governmental laws, rules and regulations; (d) promote the protection of the Company's assets, including corporate opportunities and confidential information; (e) promote fair dealing practices; (f) deter wrongdoing; and (g) ensure accountability for adherence to this Code.

The Company's Board of Directors or a committee of the Board is responsible for administering the Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our Chief Financial Officer has been appointed the Company's Compliance Officer under this Code.

The Company expects its directors, officers and employees to exercise reasonable judgment when conducting the Company's business. The Company encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company's business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer under this Code.

Contents of this Code

This Code has two sections, which follow this Introduction. The first section, "Standards of Conduct," contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of the Company's business. The second section, "Compliance Procedures," contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and dealt with. This section also contains a discussion about waivers of and amendments to this Code.

A Note About Other Obligations

The Company's directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce, limit or otherwise modify the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the minimum standards that the Company expects from its directors, officers and employees in the conduct of the Company's business.

Standards of Conduct

Honest and Ethical Conduct

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

Conflicts of Interest

The Company recognizes and respects the right of its directors, officers and employees to engage in outside activities, which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A conflict of interest occurs when a personal interest interferes, or even appears to interfere, with the interests of the Company. A conflict of interest can arise whenever an officer, director or employee (or a member of his or her family) takes an action, or has an interest, that interferes with his/her performance of Company duties and responsibilities in a manner that is honest, objective, and effective. Conflicts of interests may also occur when a director, officer or employee (or a member of his or her family) receives improper personal benefits as a result of his or her position with the Company.

In furtherance of the foregoing principles:

- Employees, officers and/or directors shall not hold any financial interest in a direct competitor company unless such financial interest is less than one percent (1%) of the outstanding shares of that competitor. Please reach out to the Company's finance department with questions on who constitutes a Harvard Bioscience competitor.

- Employees, officers and/or directors shall not perform employment for, or provide consulting services to, any direct competitor.

- Employees, officers and/or directors shall not use their position within the Company to influence any dealings between the Company and a supplier, customer, vendor, business partner, or distributor, in which they have a personal, familial, or financial interest.

- Loans by the Company to, or guarantees by the Company of obligations of, any director or officer or their family members are expressly prohibited.

Any transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board of Directors or a committee thereof as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer should be disclosed directly to the Chairman of the Audit Committee of the Board of Directors.

Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with both the letter and the spirit of all U.S. and foreign laws, rules and regulations applicable to its business, including (but not limited to) those concerning bribery, corruption and illicit payments, competition, insider trading and regulating import and export of our products and/or services. No director, officer or employee shall knowingly engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee knowingly instruct others to do so.

Protection and Proper Use of the Company's Assets

Loss, theft and misuse of the Company's assets has a direct impact on the Company's business and its profitability. Employees, officers and directors are expected to protect the Company's assets that are entrusted to them. Employees, officers and directors are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes (with the exception of reasonable and approved use of certain fixed assets during scheduled meal or break times). This expectation extends to protection of the Company's proprietary information, including our intellectual property (comprising, among other things, our patents, trade secrets, designs, records and any unpublished financial data and/or reports), the unauthorized use or disclosure of is a violation of this policy and could also result in civil and/or criminal penalties.

Expense Reporting

Employees, officers and directors are expected to act responsibly and in the best interests of the Company when incurring expenses in the course of their duties for the Company. Expense reports must never seek reimbursement of expenses that are not incurred in the course of, and related to, such duties. Expense reports must be completed accurately and in a timely manner, showing the true purpose and correct amount of each expense item and, if applicable, the persons in attendance. No supervisor should engage in practices intended to circumvent the Company's management authorization process.

Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

- directly or indirectly, diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company, or

- using the Company's property or information or his or her position for improper personal gain (including gain of friends or family members).

Confidentiality

Confidential information generated and gathered in the Company's business plays a vital role in the Company's business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to the Company, its customers, its suppliers or its employees if disclosed. Directors, officers and employees may not disclose or distribute the Company's confidential information, except when disclosure is authorized by the Company or

required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use confidential information solely for legitimate company purposes. Directors, officers and employees must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that directors, officers and employees must endeavor to deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should knowingly take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Authorization

No person should sign any document on behalf of the Company or otherwise bind the Company to any agreement unless authorized to do so, either specifically by a supervisor or generally in accordance with one's job responsibilities and function. Employees should consult with their supervisors if they have any questions about their authority to bind the Company.

Improper Payments; Anti-Corruption

The laws, rules and regulations applicable to our business include those prohibiting certain payments to certain organizations or individuals, including both U.S. and foreign governmental officials. With respect to international activities, the U.S. Foreign Corrupt Practices Act prohibits offering or giving anything of value, either directly or indirectly, to foreign government officials (a group including government employees, candidates for public office and employees of government-owned or –controlled companies, public international organizations and political parties) in order to obtain or retain business relationships, to curry favor or influence over such official's actions or to obtain an improper advantage. Improper offers or gifts include, but are not limited to, meals, travel, and political and/or charitable contributions.

Domestically, numerous federal, state and local laws and regulations severely limit the provision of gifts and other business courtesies to U.S. government officials, and also such official's ability to accept such gifts. Among these is The Honest Leadership and Open Government Act, which prohibits many types of gifts, including travel and other courtesies, to Members, Officers and employees of the U.S. Senate and House of Representatives. Gifts to employees of the U.S. executive branch and to state and local government officials in the U.S. are also subject to limits and/or legal restrictions.

Our policy strictly prohibits our employees, officers and directors, whether directly or indirectly through the use of any agents or independent contractors, from making illegal or improper offers, gifts or payments to governmental officials, regardless of location.

Violations of these and other laws, rules and regulations concerning improper gifts, payments and other gratuities to domestic and foreign governments, governmental agencies and their officials are a violation of this policy and could also result in civil and/or criminal penalties. Please review these standards before engaging in any such activities and, if uncertain, seek advice from appropriate individuals before proceeding.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director, officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

Quality of Public Disclosures

The Company is committed to providing its shareholders with information about its financial condition and results of operations as required by the securities laws of the United States and, and where applicable, other foreign jurisdictions. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by the Company, include fair, accurate, timely and understandable disclosure. Officers and employees who are responsible for or contribute in any way to the preparation or verification of these filings and disclosures, including the Company's principal executive, financial and accounting officers, (i) must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled, (ii) be familiar with and comply with the Company's disclosure controls and procedures and its internal controls over financial reporting and (iii) must cooperate fully with the Company's finance department, as well as the Company's independent public accountants and counsel. The Company's senior management is primarily responsible for monitoring the Company's public disclosure.

Animal Welfare

The Company is committed the humane and responsible treatment of all animals being used for research, testing, or education. An Institutional Animal Care and Use Committee (IACUC) has been established at the Company. Its responsibilities include providing oversight and compliance on this matter. Any person who has observed (or suspects) animal abuse, mistreatment, or non-compliance, shall promptly bring such information to the attention to the head of Surgical Services or alternatively to any Officer, Human Resources or the Ethics Hotline. The IACUC will investigate and evaluate the concerns brought to its attention.

Compliance Procedures

Communication of Code

All directors, officers and employees will be supplied with a copy of the Code upon its adoption by the Board of Directors or upon beginning service at the Company. Updates of the Code will be

provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the Compliance Officer or by accessing the Company's website at www.harvardbioscience.com.

Monitoring Compliance, Enforcement and Disciplinary Action

The Company's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, investigate alleged prohibited acts, and impose and enforce appropriate disciplinary measures for violations of the Code.

Where it is established that a director, officer, or employee of the Company has violated the Code, disciplinary or preventative action will be taken as deemed appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

The Company's management shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Communication Channels

Be Proactive. Every employee, officer, and director is expected to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer, or director who knows or believes that any other employee or representative of the Company has engaged, or is engaging, in Company-related conduct that violates applicable law or this Code should report such beliefs to their supervisor, to Human Resources, Work Council (where applicable) or the Compliance Officer as described below. The Company will not discipline, discriminate against or retaliate against any fellow employee who reports a concern in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code should inform Human Resources or Work Council (where applicable).

Seeking Guidance. The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with Human Resources, the Work Council (where applicable) or the Compliance Officer.

Communication Alternatives. Any officer or employee may communicate with the Compliance Officer by any of the following methods:

Employees are encouraged to report any issues to their Human Resources Department or via our **HBIO Ethics Hotline**, go to http://harvardbioscience.ethicspoint.com/ and select "Make a Report".

Reporting Accounting and Similar Concern, or Concerns. Any concerns or questions regarding accounting, internal accounting controls or auditing matters should be directed to the Audit Committee

of the Board of Directors. Officers and employees may communicate with the Audit Committee as follows:

- Through Human Resources or the **HBIO Ethics** Hotline referenced above. Go to http://harvardbioscience.ethicspoint.com/ and select "Make a Report"; or

- In writing marked "CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY" submitted to: Chairman – Audit Committee, c/o Harvard Bioscience, 84 October Hill Road, Holliston, MA 01746.

The complaining party should identify the subject matter of his or her concern and the practices that are alleged to constitute an improper accounting, internal accounting control or auditing matter, providing as much detail as possible. To assist the Audit Committee in reviewing and, if necessary, investigating a complaint or concern, the complaining party should include, to the extent possible, the following information in any submission: (1) the alleged event, matter or issue that is the subject of the complaint or concern; (2) the name of each person involved; (3) if the complaint or concern involves a specific event or events, the approximate date and location of each event; and (4) any additional information, documentation or other evidence available to support the complaint or concern.

Officers and employees are encouraged to supply contact information with any submission to facilitate clarification and assistance with any investigation. If an officer or employee would like to discuss any matter with the Audit Committee, the officer or employee should indicate this in the submission and include a telephone number at which he or she can be contacted if the Audit Committee deems it appropriate. Officers and employees may also use the above method to communicate anonymously with the Audit Committee.

Director Communications. In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board of Directors through its Chairman, or a committee thereof responsible for administering and interpreting this Code.

Misuse of Reporting Channels. Employees must not use these reporting channels in bad faith or in a false or frivolous manner.

Investigation. After receiving a report of an alleged prohibited action, the Compliance Officer or Audit Committee, as applicable, must promptly take all appropriate actions necessary to investigate. All directors, officers and employees are expected to cooperate in internal investigations of misconduct.

Reporting; Anonymity; Retaliation

When reporting suspected violations of the Code, the Company prefers that officers and employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should

provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

No Retaliation. The Company expressly forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action. If an officer or employee believes that he or she has been retaliated against in violation of this provision of the Code, he or she should immediately contact the Compliance Officer or the Chairman of the Audit Committee of the Board of Directors.

Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes, without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board of Directors, and (ii) if applicable, such waiver is promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws and the rules and regulations of NASDAQ.

Any waivers of the Code for other employees may be made by the Compliance Officer or the Board of Directors.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws and the rules and regulations of NASDAQ.

Non-U.S. Employees, Officers and Directors

With respect to employees, officers and directors of the Company's non-U.S. subsidiaries, this Code shall be given the maximum effect permitted under the applicable laws of such foreign jurisdiction, in all cases, including without limitation the standards of conduct described above that under "Improper Payments; Anti-Corruption" and related prohibitions set by the U.S. Foreign Corrupt Practices Act prohibiting offering or giving anything of value, either directly or indirectly, to foreign government officials in order to obtain or retain business relationships, to curry favor or influence over such official's actions or to obtain an improper advantage.

In acknowledging, by signature, the receipt, review and understanding of the Code and the agreement to abide by it, those directors, officers and employees working outside of U.S. jurisdiction do not change those contractual and statutory obligations or the rights associated with them.

AS ADOPTED BY THE BOARD OF DIRECTORS: JANUARY 24, 2022, EFFECTIVE AS OF JANUARY 24, 2022

ACKNOWLEDGED AND AGREED

Signature: _____

Print Name: _____

Date Signed: _____