

### A Message from the Chairman

Each of us at METTLER TOLEDO should be proud of the unique culture of our organization. We each play a role in maintaining and improving this culture and in making METTLER TOLEDO a great place to work. In addition to our core values all employees must follow this code of conduct.

Ethical behavior is important in its own right. Ethical behavior is also key for our business, because it enhances and protects our reputation. So take the time to read this code of conduct and the MT Guidelines it embodies and continue to follow them and our core values. In this way, we will each preserve what makes METTLER TOLEDO successful.

Robert F. Spoerry, Chairman, President and Chief Executive Officer

February 2007

### Introduction

At METTLER TOLEDO, senior management is responsible for setting standards of business ethics and overseeing compliance with the standards. It is the responsibility of each METTLER TOLEDO employee to follow these standards and report any violations of these standards. This code of conduct provides general guidance for resolving a variety of legal and ethical questions for all employees. More detailed guidance on METTLER TOLEDO's policies in many specific situations can be found in the MT Guidelines.

We each encounter a variety of ethical and legal questions. We should decide these questions in ways that are consistent with our core values. As a fundamental principle, we expect all employees to obey both the letter and the spirit of the law and to act ethically.

Applying common sense, good judgment and integrity to all your business dealings will help ensure your decisions are consistent with METTLER TOLEDO values and this document. At the same time, we know that no guideline applies in every situation, and there will be times when you have questions. You should contact your manager, human resources or the legal department if you have questions about the application of either the code of conduct or the MT Guidelines to a particular situation.

Failure to follow the code of conduct can result in disciplinary action, up to and including dismissal. In certain circumstances, local variations to the code of conduct may be necessary to take into account differing regulatory and business environments. Local policies may take into account local regulations. Local policies may be more strict, but not less strict, than this code of conduct.

### Employment Practices

Our employees are the lifeblood of our company. We believe in treating each other with respect and fairness at all times and we value the differences of diverse individuals from around the world. We should base employment decisions on business reasons, such as qualifications, talents and achievements, and must comply with local and national employment laws.

We are committed to providing a working environment that is free of unlawful discrimination and harassment. Abusive, harassing or offensive conduct is unacceptable, including derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. We should speak out when a co-worker's conduct makes us uncomfortable, and report harassment when it occurs.

## Conflicts of Interest

Business decisions and actions must be based on the best interests of METTLER TOLEDO, and must not be motivated by personal considerations or relationships. A conflict of interest can arise when you take an action or have interests that may interfere with your ability to perform your work for METTLER TOLEDO objectively and effectively. Relationships with potential or existing suppliers, distributors, customers or competitors must not affect your independent and sound judgment on behalf of METTLER TOLEDO. The best policy is to avoid any direct or indirect business connection with our suppliers, customers or competitors, except on our behalf. You, or a member of your family, should not receive any improper personal benefit by virtue of your position in the company. To help you make informed decisions, some common types of conflicts are addressed here.

### Assisting a Competitor

While you are employed by METTLER TOLEDO (part time or full time), you may not provide assistance to an organization that markets products or services in competition to our own or which may harm the company. You must obtain prior consent from METTLER TOLEDO before working directly or indirectly for such an organization or serving on its board of directors.

### Personal Financial Interests

You and your immediate family members should not have a financial interest in any organization that METTLER TOLEDO does business with or competes with if that financial interest would give you a conflict of interest, or the appearance of a conflict of interest, with METTLER TOLEDO.

Conflicts of interest may not always be obvious, so if questions arise you should consult with your supervisor. Employees are also encouraged and expected to report suspected violations to their supervisor, general manager or the Head of Internal Audit as appropriate. See [How to Get Help](#).

## Corporate Opportunities & Assets

You must advance the company's legitimate interests when the opportunity to do so arises. Unless you have the company's consent, you are prohibited from

- taking for yourself opportunities that are discovered through the use of corporate property, information or position;
- using corporate property, information or position for personal gain; and
- competing with the company, whether directly or indirectly.

One of our core values is cost consciousness – "spend as if it were your own money". You should protect METTLER TOLEDO's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability.

Without prior approval, you may not perform work for anyone other than METTLER TOLEDO on company premises or while working on company time. Full-time employees may not have employment with any third party without obtaining prior approval from their supervisor. Without prior approval, you are not permitted to use METTLER TOLEDO property, including computers, telephones or other resources, to perform work for anyone other than METTLER TOLEDO.

### Communications with the Public

We have a responsibility to disclose our financial results and other significant corporate information in a timely and accurate way. At the same time, we are subject to strict rules regarding all such disclosures. It is our policy to make full, fair, accurate, timely, and understandable disclosure in reports and other documents that we file with or submit to the Securities and Exchange Commission and in our other public communications.

For this reason, the **only persons** authorized to speak to the public on behalf of METTLER TOLEDO regarding our financials and other group matters are the Chief Executive Officer, the Chief Financial Officer and the Head of Investor Relations. All inquiries concerning METTLER TOLEDO from the media, financial analysts or the general public should be referred without comment to the Head of Investor Relations. More details can be found in **Guideline MT 011**.

### Insider Trading Policy

Insider trading laws prohibit persons from trading in securities on the basis of non-public, material information. They also prohibit passing on such information to anyone else. METTLER TOLEDO and its employees share a common interest in avoiding insider trading liability and keeping such information confidential. **Guideline MT 022** contains the insider trading policy applicable to all employees within METTLER TOLEDO group.

Directors and officers of Mettler-Toledo International Inc. and certain other designated employees are subject to additional restrictions on their ability to trade in METTLER TOLEDO securities. More details can be found in **Guideline MT 023**.

### Environmental Compliance, Health & Safety

METTLER TOLEDO is committed to doing business in an environmentally responsible manner. We seek to take care of the environment, and we can each contribute through our daily behavior. In so doing, we can often also save costs for the company.

All employees are responsible for ensuring that our business is conducted in compliance with applicable laws and in a manner that is protective of the environment. Employees are required to notify management if hazardous materials come into contact with the environment or are improperly handled or discarded.

METTLER TOLEDO strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

### Antitrust

As employees of METTLER TOLEDO, it is our duty to abide by antitrust laws. We are committed to business success through maintenance of the highest standards of responsibility and ethics. We support free enterprise and will compete fairly and ethically within the framework of applicable competition and antitrust laws. Although these laws vary from country to country, their common purpose is to prohibit certain business practices and conduct which are believed to prevent or unreasonably restrain fair competition. The following activities are examples of potentially problematic behavior between competitors: agreeing to market prices, dividing customers or markets and setting limits on production.

Unlawful practices can result in criminal and civil penalties applying to the company and the involved individuals. Because of the complexity of antitrust rules, any agreement with a competitor or with other parties that may have a negative effect on competition must be reviewed by legal counsel. More details can be found in **Guideline MT 025**.

### Fair Competition

We should each endeavor to deal fairly with METTLER TOLEDO's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Stealing proprietary information, obtaining trade secret information without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited.

### Intellectual Property

METTLER TOLEDO's intellectual property helps us deliver the amazing solutions that separate us from our competition and make us market leaders. Intellectual property is a company asset found in the creative ideas that lead to innovations and advancements in our products and technologies. We think of it most commonly as our inventions, patents, trademarks and copyrights.

Any intellectual property we develop while doing our jobs for METTLER TOLEDO belongs to the company. We must be alert in identifying it, taking appropriate steps to protect it, and making sure it is used only for the benefit of METTLER TOLEDO. More details can be found in **Guideline MT 030**.

### Confidential Information

In addition to intellectual property, METTLER TOLEDO has a wide variety of confidential information that is not known or available outside the company and would be valuable to our competitors. Some examples include technical know-how, research and development data, manufacturing methods, cost figures, business plans and strategies, employee information, marketing strategies, customer lists, financial information and software source code. These are significant assets of the company.

We must take proper steps to protect this kind of information and may not disclose it to people outside the company, except in approved business transactions. The company will vigorously pursue any unauthorized disclosures of confidential information. Your obligation to protect the confidentiality of information (including intellectual property) continues even after your employment with METTLER TOLEDO ends.

In special cases, we may receive from or share confidential information with a customer or prospective customer. In all such cases, an appropriate non-disclosure agreement should be signed in advance. Sample agreements are available under the Corporate Intranet under Group Functions / Legal / Sample Agreements.

### Records and Record-Keeping

METTLER TOLEDO requires honest and accurate recording and reporting of information in order to make responsible business decisions, and to enable us to properly inform our investors.

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, including the Controller's Manual. Unrecorded or "off the books" funds or assets shall not be maintained.

All employees involved in the preparation of the company's financial statements and the periodic reports required to be publicly filed by the company should seek to ensure that such statements and filings provide full, fair, accurate, timely and understandable disclosure.

Business records and communications often become public, and employees should avoid exaggeration, derogatory remarks, guesswork and inappropriate characterizations of people and companies that could be misunderstood. Employees should not alter or destroy records that might relate to any pending investigation or legal proceeding.

### Use of E-mail and the Internet

METTLER TOLEDO provides employees with computer systems, including e-mail, and access to the Internet. These systems are business tools that belong to the company and are to be used for business purposes. Improper use of these tools may have legal implications for the company and for us personally. The content of the e-mail messages we create, as well as the data we access over the Internet, must always be appropriate. The e-mail system limits the age of e-mails in the main Outlook Mailbox folders to no more than 60 days. The system also limits the overall size of the Mailbox, generally to 200 megabytes. METTLER TOLEDO reserves the right to monitor use of these systems at any time. More details can be found in **Guideline MT 055**.

### Gifts and Entertainment

METTLER TOLEDO is committed to a high standard of ethical conduct and chooses to avoid even the appearance of impropriety in the conduct of its affairs. Accordingly, we may not make gifts of cash on the company's behalf. The giving of non-cash gifts such as meals, entertainment and travel must be moderate in value, appropriate to the occasion, and reflect good business judgment.

We may accept entertainment of moderate value on infrequent occasions, assuming a definite business purpose is being served. We may give or receive promotional items of nominal value. On infrequent occasions, we may give or receive non-promotional gifts of up to \$100 in value. Individual gifts above this amount should not be made or accepted unless failure to accept would clearly offend the donor or the gift commemorates a special occasion such as the anniversary of a longstanding commercial relationship.

### Antibribery

We conduct our business fairly, relying on the merits of our products, services and employees. It is not appropriate, and may be illegal, to try and influence a customer or supplier to make a business decision in METTLER TOLEDO's favor by offering a payment or gift. Even if not illegal, such payments may create the appearance of impropriety and damage the company's reputation.

Payments to government officials or employees of a public international organization may be illegal. We may not make a direct or indirect payment or gift to improperly influence a policy-making official or employee.

In some countries where it is an accepted business practice and permitted by law, you may make small payments or gifts to low-level employees to expedite non-discretionary and routine activities such as customs clearance or issuing work permits. However, if there is any uncertainty, you should consult with a company attorney before making such a payment

and must report it for recording in the company's financial records. More details can be found in **Guideline MT 013**.

### International Trade Considerations

We must comply with the export control laws of the countries where we operate. These laws restrict exports of certain products, software and technology to certain countries, individuals and companies. The United Nations also imposes various controls and sanctions. However, the US export control laws are perhaps the most comprehensive and far-reaching and may apply in cases that are not self-evident. These laws apply not only to shipments of goods and technology from the US, but also to shipments of US-origin items from one non-US country to another. They also may apply to technical assistance, services and other activities involving non-US persons. These rules are complex and highly fact-specific. More details can be found in **Guideline MT 005**.

### How to Get Help

With some ethics issues it is easy to know right from wrong. If the question involves a matter of law, our course is clear and unambiguous – we follow the law. Often, questions are not so straightforward, particularly if we do not have all the relevant information. It is impossible to prepare in advance for all possible problems. The best course of action is to understand the method of approaching and solving difficult problems. If you are unsure what to do in any situation, try to get the facts right, and seek guidance before you act.

1. Discuss the problem with your supervisor. This is the basic guidance for most situations. In most cases, your supervisor will have a broader perspective, and will appreciate being brought into the decision-making process before it is too late. In the rare case where it may not be appropriate to discuss an issue with your supervisor, you can consider discussing it locally with your general manager or human resources manager. You may also contact the Head of Internal Audit by e-mail at [Ombudsman@mt.com](mailto:Ombudsman@mt.com).
2. Ask yourself – what specifically did you observe or are you being asked to do? This should allow you to focus on the specific issue you are faced with, and what alternatives you may have.
3. Clarify your responsibility. Many situations we face involve shared responsibility. Are the other parties informed? By getting others involved and airing issues, a good course of action usually comes to light.
4. Is it fair? If a course of action seems unfair, examine why it seems unfair and who might be harmed. Is it a customer? The company's interests? Other employees?

### Reporting Violations; Accounting and Auditing Concerns

Employees are encouraged and expected to report suspected violations of laws, rules, regulations, this code of conduct or the MT Guidelines to their supervisor, general manager or the Head of Internal Audit. METTLER TOLEDO will not permit retaliation for reports made in good faith.

Employees should submit complaints regarding accounting, internal accounting controls, or auditing matters, as well as concerns generally regarding questionable accounting or auditing matters. More details can be found in **Guideline MT 027**. These submissions may be made confidentially and/or anonymously by (a) calling (800) 916 3542 (from the United States) or +1 240 494 0377 (from outside the United States), (b) sending an e-mail at

<http://inside.mt.mtnet/C3/Guidelines/default.aspx>, or (c) contacting the board of directors or Internal Audit as listed below.

Mettler-Toledo International Inc.  
Presiding Director  
Im Langacher  
CH-8606 Greifensee, Switzerland  
E-mail: [PresidingDirector@mt.com](mailto:PresidingDirector@mt.com)

Head of Internal Audit  
Mettler-Toledo International Inc.  
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**Waivers of Code of Conduct**

Any waiver of this code of conduct for executive officers or directors of Mettler-Toledo International Inc. may only be made by the board of directors or a committee of the board of directors and must be promptly disclosed to shareholders.