

# **INSULET CORPORATION**

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

### **I. INTRODUCTION**

#### **A. PURPOSE AND SCOPE**

The Board of Directors of Insulet Corporation (together with its subsidiaries, the “Company”) established this Code of Business Conduct and Ethics to aid the Company’s directors, officers, and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. Compliance is embedded in our culture and supports our mission to serve our customers and other stakeholders. There are no shortcuts in compliance. This Code will help you understand what the Company expects of you and what our customers and other stakeholders expect of us. It is not an exhaustive list of every policy you may need to know in your particular role, but it is a good roadmap. The Company’s Chief Compliance Officer has been appointed to enforce this Code.

#### **B. CONTENTS OF THIS CODE**

The “Standards of Conduct” contain the core policies guiding our directors, officers, and employees in the conduct of the Company’s business. The “Compliance Procedures” include more specific information about implementation of this Code, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated, and disciplined.

#### **C. OTHER OBLIGATIONS**

The Standards of Conduct the minimum standards that the Company expects from its directors, officers, and employees in the conduct of the Company’s business. This Code is not intended to reduce or limit other obligations that you may have to the Company and may be supplemented by local or regional policies or guidelines. For example, each director, officer, and employee are subject to the Company’s Policy on Insider Trading and Disclosure. The Company expects you to exercise reasonable judgement when conducting the Company’s business. We encourage everyone to refer frequently to this Code, other applicable policies, and other resources described in the Compliance Procedures section below to ensure that you are acting within both the letter and the spirit of this Code. If you have questions or concerns about this Code, the Company encourages each employee to speak with his or her supervisor or to access the other resources described below.

### **II. STANDARDS OF CONDUCT**

#### **A. CONFLICTS OF INTEREST**

Directors, officers and other Company employees must avoid situations that present a potential or actual conflict between their personal interests and the Company’s interests. Conflicts of interest are situations in which personal considerations affect, may affect, or have

the appearance of affecting an individual's loyalty and ability to fulfill responsibilities to the Company. Depending on the circumstances, a "conflict of interest" might include any of the following, among other scenarios:

- Employment outside of the company
- Activities with competitors
- Investments in another business
- Giving or receiving gifts with the intent of improperly influencing a business relationship
- Conducting business with family members
- Causing the company to contract with vendors with whom an individual has a personal or financial interest

## **B. COMPLIANCE WITH LAWS**

The Company conducts its business in compliance with applicable laws, rules, and regulations, applicable industry codes and high ethical standards. No director, officer or employee shall engage in any unlawful or unethical activity in conducting the Company's business or in performing their day-to-day company duties, nor shall any director, officer or employee instruct others to do so.

## **C. PROTECTION AND PROPER USE OF COMPANY ASSETS**

Loss, theft, and misuse of the Company's assets have 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 must ensure that the Company's assets are used only for legitimate business purposes.

## **D. WORK ENVIRONMENT**

The Company promotes a healthy, safe, and productive workplace, free from impermissible discrimination or harassment, and supports human rights, adheres to all applicable labor and employment laws, and expects its employees to do the same.

## **E. 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 are prohibited from diverting a corporate opportunity (i.e., a business opportunity for the Company that becomes known to him or her) to him or herself or others; using the Company's property or information or his or her position for improper personal gain; or competing with the Company.

## **F. FAIR DEALING**

The Company's directors, officers, and employees will deal fairly, ethically, and lawfully with the Company's customers, suppliers, competitors, independent auditors, and employees in all business dealings on the Company's behalf.

## **G. MANUFACTURING PRODUCTS**

The Company is committed to the development, manufacturing and sales of products that are safe and effective, and in compliance with medical device, employment, environmental, and other applicable law.

## **H. COMPETITIVE PRACTICES**

Antitrust laws and other competition and trade laws promote fair competition. The Company is committed to competing ethically, legally, and fairly, and will not tolerate or participate in any business conduct, transaction or activity that violates the antitrust, competition or trade laws of any country in which we do business, whether carried out by any employee, officer, or director.

## **I. SALES & MARKETING**

The Company is committed to the ethical and accurate promotion, marketing, and sales of its products and to complying with all applicable laws and codes.

## **J. NO IMPROPER PAYMENTS**

The Company, its employees, officers, and directors do not offer, pay, solicit, or accept money or anything of value, directly or indirectly, to or from a government official, or private person or entity, to influence their actions or to obtain business or any other improper advantage.

## **K. ACCURACY OF RECORDS AND FILINGS**

The integrity, reliability, and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's compliance with applicable laws and standards. All employees, officers and directors will keep accurate records and make accurate reports and fair, timely and understandable disclosures and filings, as may be required, and will not make any false statement about any such records or cause any other person to do so.

## **L. CONFIDENTIAL INFORMATION**

Directors, officers, and employees may not, without the Company's prior written permission, either during or after service to or employment with the Company, (a) disclose any proprietary information of the Company to anyone outside of the Company without proper authority, or (b) use or permit to be used any such proprietary information for any purpose other than the performance of duties to the Company. Each individual also has an obligation to use best efforts to prevent the unauthorized disclosure of the Company's proprietary information and to deliver to the Company all copies of proprietary information when he or she ceases to be employed by or otherwise serve the Company. Proprietary information includes the Company's corporate, marketing, financial, operational, technological, and personnel information, and information received by the Company in confidence.

## **M. PRIVACY AND SECURITY**

The Company is committed to collecting, using, sharing, and protecting personal information responsibly and in compliance with applicable data privacy and security laws. All Company employees are required to comply with all applicable laws and Company policies on data privacy and security.

## **N. POLITICAL CONTRIBUTIONS**

Business contributions to political campaigns are strictly regulated by law. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer. No one may, without the approval of the Compliance Officer, use any of the Company's funds for political contributions of any kind to any political candidate or holder of any government office. Specific questions should be directed to the Compliance Officer.

## **O. CUSTOMS**

The Company maintains a policy of strict compliance with the customs and tariffs laws and procedures of the United States and all other countries in which we conduct business. Each employee must exercise reasonable care to ensure compliance with export controls, customs laws, and procedures in the countries in which we conduct business and take steps to ensure that the Company's recordkeeping practices comply with legal requirements.

## **P. INSIDER TRADING**

Many countries have laws regarding insider trading. It is against those laws and Company policy to trade securities while aware of material, non-public information about the Company. You may not share material, non-public information about the Company with others.

# **III. COMPLIANCE PROCEDURES**

## **A. MANAGERS' RESPONSIBILITY**

If you are a manager, you have additional responsibilities. You must take steps to promote compliance and prevent violations in the areas you manage. Lead by example. You must serve as a positive role model and encourage others to follow this Code and Company policies. What you do encourages others to do the same thing. Here are some specific ways you, as a manager, can fulfill these obligations.

- Foster a culture of compliance and ethics through personal leadership.
- Demonstrate the highest ethical standards and quality in your work every day and expect the same from the people who report to you.
- Respond to staff members who raise concerns in a way that makes them feel secure and at ease sharing their issues.

## **B. WAIVER FOR EXECUTIVE/DIRECTOR**

A waiver of any provisions of the Code for the benefit of a director or an executive officer shall not be effective unless approved by the Board of Directors or, if permitted, a committee thereof, and, if applicable, such waiver is promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws.

## **C. REPORTING OF VIOLATIONS**

Be Proactive. Every employee is encouraged to act proactively by asking questions, seeking guidance, and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of the Company. See Reporting Concerns section, below. No retaliation against an employee for reporting a violation will be tolerated.

## **D. PERIODIC CERTIFICATION**

All officers, directors and employees are required to confirm in writing periodically that they understand and are complying with this Code.

## **E. MONITORING/INVESTIGATIONS/SANCTIONS**

The Company's management takes reasonable steps to monitor compliance with this Code. The Company will promptly investigate alleged violations of this Code and other Company policies, and will impose and enforce appropriate disciplinary measures for violations.

## **F. REPORTING CONCERNS/RECEIVING ADVICE**

We all have a responsibility to protect our Company from unethical behavior and policy violations. You are required to tell someone if you know of a problem or suspect something is wrong. As a company, we value trust and respect. The earlier potential issues are raised, the sooner they may be resolved. Any officer or employee may communicate with the General Counsel or Chief Compliance Officer by any of the following methods:

- In writing, addressed to the General Counsel, either by facsimile to (978) 600-4500 or by U.S. mail, c/o Insulet Corporation, 100 Nagog Park, Acton, MA 01720.
- By e-mail to our Chief Compliance Officer at [compliance@insulet.com](mailto:compliance@insulet.com) (anonymity cannot be assured).
- By phoning our General Counsel at (978) 932-0914 (anonymity cannot be assured); or
- By phoning the Compliance and Ethics Hotline anonymously at (855) 409-9992 or by filing information anonymously via the Company's Compliance and Ethics Web Portal at <https://insulet.ethicspoint.com>. (International toll-free numbers for certain countries are available on the web portal.)

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