

Standards of Business Conduct and Ethics

for Third Parties

All business activities at Bristol-Myers Squibb (BMS) stand firmly on the foundation of our commitment to integrity and compliance with all applicable laws, regulations, guidelines and industry codes. BMS is also dedicated to the highest standards of ethical behavior and to economic, social and environmental sustainability.

The Standards of Business Conduct and Ethics for Third Parties (3P Standards) apply to third party companies with whom BMS has agreements, such as suppliers, distributors, consultants, agents, service providers, joint ventures; and co-promotion, research or licensing partners (Third Parties). BMS recognizes that Third Parties have an important role in BMS's success and BMS strives to conduct business only with Third Parties who share its commitment to the 3P Standards. Therefore, BMS encourages Third Parties to:

- adopt and apply the 3P Standards; and
- have processes and/or systems in place to support operating in compliance with all applicable laws, regulations, guidelines and industry codes.

BMS offers a Compliance and Ethics Helpline for employees and Third Parties to report concerns related to potential violations of the 3P Standards or to ask questions about the 3P Standards, if permitted by local laws and regulations. Third Parties will be provided anonymity, if requested and to the extent possible in a specific situation. BMS has taken steps to prevent caller identification through phone system technology. Third Parties who choose to identify themselves are assured that BMS will not retaliate in any manner against individuals who make reports in good faith.

BMS Compliance and Ethics Helpline

U.S.: 800-348-5526

International: 212-546-3406

Email: helpline@bms.com

Standards of Business Conduct and Ethics

for Third Parties

I. Compliance and Ethics

Third Parties should conduct their business in compliance with applicable laws, regulations, guidelines and industry codes, and in an ethical manner, including:

1. Business Integrity, Fair Competition and Confidentiality

Corruption, extortion and embezzlement are prohibited. Third Parties should not pay or accept bribes, or participate in other illegal inducements, in business or government relationships.

Third Parties should maintain books and records in accordance with international accounting principles.

Third Parties should conduct their business in compliance with applicable fair competition and anti-trust laws, and fair business practices.

Third Parties should not communicate externally about BMS's prospects, performance or policies, or disclose confidential information that could affect the price of BMS securities. Third Parties should not disclose publicly any confidential or proprietary information related to any aspect of BMS's business.

2. Marketing and Promotional Practices

All marketing and promotional materials and activities should conform to high ethical, medical, and scientific standards, and comply with all applicable laws, regulations, guidelines and industry codes.

3. Interactions with Health Care Professionals or Patients

When interacting with health care professionals or patients on behalf of BMS, Third Parties should conduct such interactions in an ethical manner and in compliance with applicable laws, regulations, guidelines and industry codes.

4. Pharmaceutical Laws

Third Parties should be aware of and comply with applicable laws and regulations relating to the pharmaceutical industry. Specifically, Third Parties should comply with the good manufacturing practices, good clinical practices and good laboratory practices requirements in their respective countries.

5. Privacy

Third Parties should protect the confidentiality and security of the personal information of their employees, and of personal information that they become aware of as a result of their work with BMS, by ensuring implementation of appropriate safeguards, in accordance with applicable laws.

6. Trade

Third Parties should comply with all applicable import and export controls, sanctions, and other trade compliance laws of the country(ies) where the transaction(s) occur(s).

7. Animal Welfare

Animals should be treated humanely, with pain and stress minimized. Animal testing should be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimize distress. Alternatives should be used wherever scientifically valid and acceptable to regulators.

II. Labor

Third Parties should uphold the human rights of workers and treat them with respect and dignity, including:

1. Freely Chosen Employment

Third Parties should not use forced, bonded, enslaved, indentured or involuntary prison labor, or engage in human trafficking.

2. Child Labor and Young Workers

Third Parties should not use child labor. Young workers below the age of 18 may only engage in nonhazardous work. All employees of Third Parties should be above a country's legal age for employment or the age established for completing compulsory education.

3. Non-Discrimination and Fair Treatment

Third Parties should provide a workplace that is free of harassment and discrimination. Discrimination for reasons such as gender, race, color, religion, national origin, age, physical or mental disability, pregnancy, citizenship, status as a covered veteran, marital status, sexual orientation, gender identity and expression, or any other characteristic protected by law is not permitted. Third Parties should provide a workplace that is free of human rights abuses, including sexual harassment, sexual abuse, corporal punishment, excessive force, mental or physical coercion, and verbal abuse, or threats of such actions.

4. Wages, Benefits and Working Hours

Third Parties should pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits. Third Parties should also communicate with workers, in a timely manner, the basis on which they are being compensated, whether overtime is required, and the wages to be paid for such overtime.

5. Freedom of Association

Third Parties should respect the rights of workers, as set forth in local laws, to associate freely, join or not join labor unions, seek representation and join workers' councils. Workers should be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

III. Environment, Health & Safety

Third Parties should operate in an environmentally responsible and efficient manner to minimize adverse impacts on the environment, including:

1. Environmental Authorizations

Third Parties should comply with all applicable environmental laws, regulations, guidelines and industry codes. All required environmental permits, licenses, information registrations and restrictions should be obtained, and their operational and reporting requirements should be followed.

2. Waste and Emissions

Third Parties should have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health should be appropriately managed, controlled and treated prior to release into the environment.

3. Spills and Releases

Third Parties should have systems in place to prevent and mitigate accidental spills and releases to the environment.

4. Environmentally Responsible Practices

Third Parties should conserve natural resources, avoid the use of hazardous materials where possible, and reuse or recycle appropriate materials.

Third Parties should provide a safe and healthy working environment, including any living quarters that are provided by the Third Party. Other important health and safety requirements include:

1. Employee Protection

Third Parties should protect employees from overexposure to chemical, biological and physical hazards in the workplace.

2. Process Safety

Third Parties should have programs to prevent or mitigate catastrophic releases of chemicals.

3. Emergency Preparedness and Response

Third Parties should identify and assess emergency situations in the workplace and minimize their impact by implementing emergency plans and response procedures.

4. Hazard Information

Safety information relating to hazardous materials including pharmaceutical compounds and pharmaceutical intermediate materials should be available to educate, train and protect employees from hazards.

IV. Management Systems

Third Parties should use management processes that help ensure compliance with these 3P Standards, including:

1. Commitment, Accountability and Risk Management

Third Parties should demonstrate commitment to the concepts described in these 3P Standards by allocating appropriate resources. Third Parties should have mechanisms to monitor and manage risks in all areas addressed by these 3P Standards.

2. Legal Requirements

Third Parties must identify and comply with applicable local laws and regulations, and should follow applicable guidelines and industry codes.

3. Reporting Concerns

All employees of Third Parties should be encouraged to report concerns or potential illegal activities in the workplace without fear of retaliation, if permitted by local laws and regulations. Third Parties should investigate and take appropriate corrective action, if necessary.

4. Fraud Prevention and Reporting

Third Parties should have robust fraud prevention and reporting programs. Third Parties should report promptly to BMS any potential fraud involving BMS business, regardless of materiality.

5. Documentation

Third Parties should maintain documentation that demonstrates compliance with these 3P Standards and applicable laws, regulations, guidelines and industry codes.

6. Training

Third Parties should communicate about these 3P Standards to applicable employees.

7. Continuous Improvement

Third Parties should continuously improve their internal control environment by establishing objectives, implementing plans and taking appropriate corrective actions for any deficiencies identified by internal or external assessments, inspections, or management reviews.

8. Business Continuity

Third Parties should develop and implement appropriate business continuity plans for operations supporting BMS business. These plans should be designed and kept current to promptly recover and restore partially or completely interrupted critical functions to minimize disruption to BMS business and protect BMS's reputation.

V. Quality

1. Change Control

Third Parties (including sub-suppliers) must not make any changes in specification, part design, material, manufacturing process, manufacturing location, or registration status, for any goods that BMS will purchase, without prior written approval from BMS.

2. Quality / Delivery Performance

Third Parties should ensure on-time delivery in accordance with BMS requirements.

Third Parties should monitor product quality performance and demonstrate continuous improvement measured by decreased internal defects, customer complaints and defects shipped. Third parties should have the capability to respond in a timely manner to all complaints issued by BMS.

3. Quality System

Third Parties must have a quality system and product registrations that comply with all applicable government regulations in the countries in which their products are produced and/or distributed.

4. Packaging / Labeling

Product must be properly identified with appropriate label information, ensuring no misidentification will occur and allowing for complete traceability.

VI. Diversity in Business Relationships

BMS is an advocate of developing sustainable business relationships with companies that are historically underrepresented in the business world, and we seek to do business with Third Parties that share these objectives.

1. Support for Diverse Sources

BMS recognizes that diverse talents and perspectives are vital to achieve success, particularly as our company reaches out to serve the needs of all of our customers. BMS seeks to obtain high quality goods, services and materials from companies that are owned by individuals who are minorities, women, veterans, disabled, and/or lesbian, gay, bisexual or transgender, or others who represent global diversity. Third Parties should do the same.

2. Support for Economic Development

Third Parties should develop partnerships with qualified small businesses and companies in distressed communities with high unemployment rates and low median household incomes, in order to encourage economic development to make a positive difference.

VII. BMS Standards of Business Conduct and Ethics for BMS Employees

In addition to the principles herein, BMS has a Standards of Business Conduct and Ethics for its own employees, which sets forth the fundamental principles that all BMS employees are required to follow in their work. Accordingly, Third Parties who interact with BMS employees should understand and comply with certain principles relating to conflicts of interest and acceptance of entertainment and gifts.

1. Conflicts of Interest

BMS requires its employees to avoid situations that present, or create the appearance of, a potential conflict of interest. A conflict of interest exists when an employee's private interests, including personal, social and financial, interfere in any way with the employee's performance of her or his responsibilities in conducting BMS business.

2. Gifts, Entertainment, Hospitality, Gratuities and Other Favors

BMS employees may never accept a gift that might influence, or be perceived to influence, their business decisions. Accepting gifts, entertainment, hospitality, gratuities or other favors from entities with which BMS does business is generally not acceptable because it may pose a conflict of interest by implying an obligation on behalf of BMS.