



Bristol-Myers Squibb Company

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

Statement of Principle

Our long-standing policy, as stated in our Pledge, is to maintain the highest standard of moral and ethical behavior in our relationships with our stockholders, customers, suppliers, partners and communities in which we live and work. We expect all employees to conduct themselves professionally and in a manner that will enhance the reputation of our business and avoid even the appearance of improper personal or business conduct.

This Code of Ethics for Senior Financial Officers (“Code”), applies to the chief executive officer, the chief financial officer, the financial controller, the treasurer and heads of major business units (“Senior Financial Officers”) of Bristol-Myers Squibb Company (“Company”) or their equivalents. This Code supplements the Company’s Standards of Business Conduct and Ethics (“Standards of Business Conduct”), which set forth fundamental principles and key policies and procedures that govern the conduct of all of the members of the Board of Directors (“Board”), officers and employees of our Company. Senior Financial Officers are bound by the requirements and guidelines set forth in the Standards of Business Conduct, this Code and other policies and procedures provided by the Company to its employees.

If you have questions about the provisions of this Code, apparent conflicts between this Code and applicable law, or your conduct or the conduct of others in a particular circumstance, please follow the “Compliance Procedures” at the end of this Code.

Senior Financial Officers are expected to comply with this Code, except in cases where an applicable law conflicts with the Code. The provisions of this Code will be vigorously enforced and violators will be subject to disciplinary action, up to and including termination of employment.

Honest and Ethical Conduct

1. Compliance with Laws, Rules and Regulations

Senior Financial Officers are expected to carry out their responsibilities in compliance with all applicable laws, rules and regulations and in accordance with the highest standards of business ethics. Senior Financial Officers are expected to remain informed on laws and regulations applicable to their responsibilities and to ensure that those reporting to them are also informed. Advice in this regard should be sought from Legal Division Counsel and other sources whenever appropriate.

2. Full and Fair Disclosure

Senior Financial Officers are expected to provide and to promote the disclosure of full, fair, accurate, timely and understandable Company information in compliance with all applicable laws, rules and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. In furtherance of the foregoing, Senior Financial Officers are responsible for:

- ensuring that the Company's books and records are maintained in accordance with applicable accounting policies, laws, rules and regulations; and
- establishing and maintaining internal controls and procedures and disclosure controls and procedures designed to assure that financial information is recorded, processed and transmitted to those responsible for preparing periodic reports and other public communications containing financial information so that they are complete, accurate and timely.

3. Conflicts of Interest

Senior Financial Officers are expected to avoid conflicts of interest situations. A conflict of interest occurs when one's private interests interfere, or appear to interfere, in any way, with the interests of the Company. In addition to the conflicts of interest listed in the Standards of Business Conduct, Senior Financial Officers must avoid the following actions that may give rise to a conflict of interest or the appearance of a conflict of interest:

- accepting any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure;
- participating in a joint venture, partnership or other business arrangement with the Company or any of its affiliates, without the prior written approval of the Board; and
- accepting, directly or indirectly, money or benefits of any kind from a third party as compensation or payment for any advice or services that you may provide to a client, supplier or anyone else in connection with its business with the Company.

Senior Financial Officers must disclose to the Office of Corporate Conduct or the General Counsel whenever a spouse or significant other, children, parents, or in-laws, or anyone else with whom the senior financial officer has a familial relationship, is a competitor, customer or supplier of the Company ("Business Partner") or is employed by one. The Company will assess the extent of any conflict or appearance of conflict and how that issue may be resolved. The Company will disclose the situation to the Board, if appropriate. Senior Financial Officers must carefully guard against inadvertently disclosing the Company's confidential information to any Business Partner or being involved in decisions on behalf of the Company concerning any such Business Partner.

It is not possible to list all situations in which a conflict of interest may exist or may appear to exist. We must rely on the integrity and good judgment of Senior Financial Officers. If questions arise, Senior Financial Officers should consult with the General Counsel or Office of Corporate Conduct Counsel. Any Senior Financial Officer who becomes aware of a conflict or

potential conflict must bring it to the attention of the General Counsel or Office of Corporate Conduct Counsel.

4. Corporate Opportunities

A Senior Financial Officer violates his or her duty of loyalty to the Company if he or she personally profits from a business opportunity that rightfully belongs to the Company. Senior Financial Officers are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the prior written consent of the Company and approval of the Board. Senior Financial Officers may not use corporate property, information, or position for improper personal gain, and may not compete with the Company. In addition, Senior Financial Officers owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

5. Confidentiality

Senior Financial Officers must maintain the confidentiality of non-public proprietary information entrusted to them by the Company or its customers or other parties with whom we do business, except when disclosure is authorized or legally required. Legal Division counsel can inform you when disclosure is so authorized or required. This principle applies to all communications, whether oral, written or electronic. Examples of proprietary information are set forth in the Standards of Business Conduct. In addition, all Senior Financial Officers are expected to fully understand and comply with the Company's Policy on the Protection of Proprietary Information.

It is important to remember that all employees, as a condition to employment, signed an agreement to maintain the confidentiality of the Company's proprietary information and to use such information only in the course of employment. These obligations continue even after an employee leaves the Company.

6. Insider Trading

Senior Financial Officers who have access to material non-public information regarding the Company or any other entity are not permitted to use or share that information for purposes of trading securities of the Company or such other entity or for any other purpose except for the conduct of our business. All material non-public information should be considered confidential information. Senior Financial Officers must comply with the Company's procedures for pre-clearance of trades in Company stock. In addition, all Senior Financial Officers must certify that they have read and understand the Company's Securities Trading Policy.

7. Fair Dealing

Senior Financial Officers are expected to respect and protect any confidential or proprietary information shared by customers, suppliers or others. No Senior Financial Officer acting on behalf of the Company should take unfair advantage of others through dishonest, unethical or illegal practices, including false or misleading statements.

8. Protection and Proper Use of Company Assets

All Senior Financial Officers should protect the Company's assets, including its proprietary information, to ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. All Company assets (including Company equipment) should be used only for legitimate business purposes. Any suspected incident of misuse of Company assets, fraud or theft should be immediately reported for investigation.

9. Encouraging the Reporting of any Illegal or Unethical Behavior

Senior Financial Officers are expected to promote ethical behavior and create a culture of compliance with all applicable laws, rules and regulations. Senior Financial Officers should promote an environment in which the Company:

- encourages employees to communicate openly with supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- encourages employees to report violations of laws, rules and regulations to appropriate personnel; and
- informs employees that the Company will not allow retaliation for reports made in good faith.

Compliance Procedures

1. Oversight

All of us must work to ensure compliance with this Code and prompt and consistent action against violations. This Code sets forth certain general guidelines, and does not address every specific situation that may arise. Therefore, we have provided a mechanism to address questions you may have or matters, which you may wish to report. The Office of Corporate Conduct is responsible for giving guidance on interpreting and applying this Code as well as the Standards of Business Conduct when questions arise.

2. Reports of Noncompliance

Senior Financial Officers must report suspected instances of violations of this Code to the General Counsel, the Chief Compliance Officer or the Office of Corporate Conduct Counsel. If Senior Financial Officers are uncomfortable discussing these matters with the above-mentioned persons, they may report directly to any member of the Audit Committee. The Company will not allow retaliation for reports of misconduct made in good faith by Senior Financial Officers.

In addition, Senior Financial Officers are free to speak to the General Counsel, the Chief Compliance Officer or the Office of Corporate Conduct Counsel about questions arising from the provisions of this Code, apparent conflicts between this Code and applicable law, or if you are in doubt about the best course of action to take in a particular situation.

3. Accountability

All reported violations will be promptly investigated and treated confidentially to the fullest extent possible. Senior Financial Officers are expected to cooperate fully in any internal investigations of misconduct. Every reasonable effort will be made to prevent the occurrence of conduct not in compliance with this Code and to halt and remediate any such conduct that may occur as soon as reasonably possible after its discovery. Senior Financial Officers who violate this Code and/or other Company policies and procedures will be subject to disciplinary actions, up to and including termination of employment. In special cases, the Company may be obligated to refer violations of this Code to appropriate law enforcement officials. We also expect our Senior Financial Officers to cooperate fully in any governmental investigation.

In addition, disciplinary measures, up to and including termination of employment, will be taken against any Senior Financial Officer who directs or approves infractions or has knowledge of them and does not promptly report and correct them in accordance with Company policies.

4. Amendments to and Waivers to the Code

The Audit Committee of the Board of Directors shall approve any waiver or substantive amendment of this Code of Ethics. Any such waiver or amendment shall be disclosed promptly, as required by law or regulation.