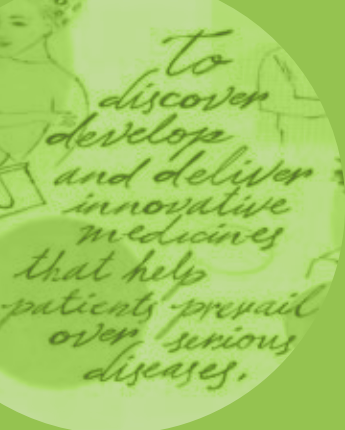


2010 STANDARDS OF BUSINESS CONDUCT AND ETHICS



Bristol-Myers Squibb



OUR MISSION

To discover, develop and deliver innovative medicines that help patients prevail over serious diseases.

OUR COMMITMENT

To our patients and customers, employees, global communities, shareholders, environment and other stakeholders, we promise to act on our belief that the priceless ingredient of every product is the integrity of its maker. We operate with effective governance and high standards of ethical behavior. We seek transparency and dialogue with our stakeholders to improve our understanding of their needs.

We take our commitment to economic, social and environmental sustainability seriously, and extend this expectation to our partners and suppliers.

To our patients and customers

We commit to scientific excellence and investment in biopharmaceutical research and development to provide innovative, high-quality medicines that address the unmet medical needs of patients with serious diseases. We apply scientific rigor to produce clinical and economic benefit through medicines that improve patients' lives. We strive to make information about our commercialized medicines widely and readily available.

To our employees

We embrace a diverse workforce and inclusive culture. The health, safety, professional development, work-life balance and equitable, respectful treatment of our employees are among our highest priorities.

To our global communities

We promote conscientious citizenship that improves health and promotes sustainability in our communities.

To our shareholders

We strive to produce sustained strong performance and shareholder value.

To our environment

We encourage the preservation of natural resources and strive to minimize the environmental impact of our operations and products.



A MESSAGE FROM LAMBERTO ANDREOTTI BRISTOL-MYERS SQUIBB CEO

Dear Colleague:

All of our business activities stand firmly on a foundation of integrity. To continue to build and maintain that foundation, we are committed to the highest standards of ethical behavior. Our Company's reputation is our greatest asset, and our reputation depends on each of us – every day – making the right choices.

Our Standards of Business Conduct and Ethics contain principles to help us make those right choices – to comply with the laws and regulations governing our work. The Board of Directors has adopted these Standards.

Each of us must carefully read the Standards, understand how they apply to us and to those with whom we work, and comply with them. If you encounter any situation that you believe might violate these Standards – or if you have any concerns about business practices or possible misconduct – you must report it to the Compliance and Ethics Helpline, your supervisor or the Law Department. You have my personal assurance that there will be no retaliation for asking questions or raising concerns.

Integrity is essential for the continued success of our Company. Thank you for joining me in continuing to make the right choices and upholding high standards of ethical behavior.

Lamberto Andreotti
Chief Executive Officer



INTRODUCTION

The Standards of Business Conduct and Ethics are intended to provide you with general guidance on conducting business in a compliant and ethical manner. These Standards do not provide a complete explanation of all the laws, regulations, policies and procedures that BMS employees must follow. There are many other policies and procedures, such as business unit standard operating procedures, with which BMS employees are required to comply. Many of these documents can be found at our policies and procedures web site at policiesandprocedures.bms.com.

You are responsible for understanding and following all applicable BMS policies and procedures, including the Standards of Business Conduct and Ethics. If you have any questions about interpreting or applying these Standards, or any other policy or procedure, you should contact the Law Department or the Office of Compliance and Ethics.



The Standards of Business Conduct and Ethics apply to all BMS employees. Any employee who violates these Standards can create serious risk for our Company and may be subject to disciplinary action, including the termination of employment, where permitted by local laws. Some violations of the Standards can also subject our Company or individual employees to severe penalties, including imprisonment, fines and administrative sanctions.

Nothing contained in the Standards of Business Conduct and Ethics is intended to affect your rights under the applicable employment and privacy laws. In addition, nothing contained in the Standards of Business Conduct and Ethics is intended to confer, nor shall it be construed to confer, any contractual right, either expressed or implied, to remain in the Company's employment. Furthermore, the Standards of Business Conduct and Ethics do not guarantee any fixed terms and conditions of employment.



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OUR EMPLOYEES

Employee Relations

Data Privacy

Environment, Health and Safety

Employee Relations

All employees are treated fairly and with respect.

In this spirit, we do not tolerate discrimination or harassment of any kind in the workplace. We expect the workplace to be free of unlawful bias, prejudice and discrimination. In addition, we do not tolerate unprofessional behavior, such as the use of inappropriate language or intimidation. We create a work environment where all of our colleagues feel equally valued and welcome.

We do not tolerate threats or acts of violence in the workplace.

These principles help promote a safe and healthy workplace.



(Q&A)

I have noticed that one of my direct reports, who is 52 years old and has been with the Company for 24 years, has started to have performance problems. I have noticed a significant decrease in her ability to drive performance as evidenced by frequently missing deadlines on projects. In addition, she no longer demonstrates the high level of strategic leadership and innovation she once brought to our department. Can I tell her that she has earned her “day in the sun after so many years of hard work” and that she should start thinking about retirement?

No. You would be relying on an impermissible stereotype if you were assuming that the employee’s performance problems were due to her age. Instead, you should provide direct feedback and coaching to the employee on the specific nature of her performance issues and take appropriate follow up action if her performance does not improve.

Relevant Policies:
BMS-CP-001, Non-Discrimination and Anti-Harassment
BMS-CP-002, Substance Abuse Prevention
BMS-CP-003, Threats and Acts of Violence in the Workplace

(Q&A)

A female employee who had been working with an external consulting firm for about one year on several projects for the Company reported to her manager that one of the male consultants had inappropriately touched her on their way to the parking lot after the end of a meeting. The employee also reported that the same male consultant had tried to kiss her during a business dinner several months earlier but that she didn't report it then because she thought it was an isolated incident that would not be repeated. Should the manager report this behavior?

Yes. BMS is committed to a work environment in which all individuals are treated with respect and dignity, and does not tolerate sexual harassment. These principles apply to employees and other individuals within the Company workplace, and to others with whom our employees may interact in work-related settings. The Company has an obligation to look into the situation to determine if inappropriate conduct and/or a violation of Company policy occurred, and to take remedial action, if appropriate. Any manager or supervisor who receives a complaint of discrimination, harassment or retaliation must immediately notify Human Resources and/or the BMS Compliance and Ethics Helpline. If the employee had reported the first instance of inappropriate conduct, the situation could have been addressed earlier, before the male consultant repeated his actions.



Data Privacy

In the normal course of business our Company receives, collects, maintains and uses significant amounts of personally identifiable data from individuals related to their financial, medical and benefits information. Some of these data may include sensitive information that may pertain to a person's health. The data may relate to employees, customers, consumers, research subjects, vendors and competitors.

Regardless of the subject of the data, you must respect and protect the personal information to which you have access, in a manner consistent with applicable laws.



You may contact the Global Privacy Officer with any questions or concerns at:

- Email: global.privacy@bms.com
- US: 877-578-4009
- International: +1 609-252-4009

(Q&A)

[May I review patient registration lists or medical charts in a physician's office while waiting to speak to a physician?](#)

No. The viewing of a patient registration list or medical data under these circumstances is contrary to a patient's expectation of confidentiality and privacy.

[May I send BMS employee data to my personal email account so that I can work from home on my computer?](#)

No. You may bring your BMS-assigned and encrypted laptop home and use the employee Virtual Private Network (VPN) to access the data.

Relevant Policies:
BMS-CP-016, Privacy
BMS-CP-006, Computer System Usage and Information Asset Protection

Environment, Health and Safety

Our Company carefully considers the health and safety of its employees, customers and the general public. Each of us is responsible for maintaining a safe workplace and complying with all applicable laws, regulations, and Company policies.

We conduct our business in an environmentally sustainable manner and maintain systems, programs and procedures for the environmentally responsible management of our activities, including:

- research and product development;
- manufacturing operations;
- packaging;
- transportation and distribution;
- marketing and sales; and
- contracted goods and services.

You should consider environmental protection, as well as personal and public health and safety, as inseparable parts of your everyday responsibilities.

(Q&A)

I feel a mild pain in my wrist when I spend more than an hour typing at my office computer. Since the pain goes away when I take a break from the computer, do I really need to report this?

Yes. You must report all workplace accidents, injuries and illnesses to your supervisor, no matter how minor they may be. There are two reasons. The first is to ensure that an injury or illness can be treated promptly and properly. The second is to help identify potentially dangerous conditions that can be corrected before serious injuries or illnesses occur. In addition, there may be regulatory recordkeeping requirements that we must meet. This permits our Company to maintain a high safety level for everyone.

Relevant Policy:
BMS-CP-004, Environment, Health & Safety

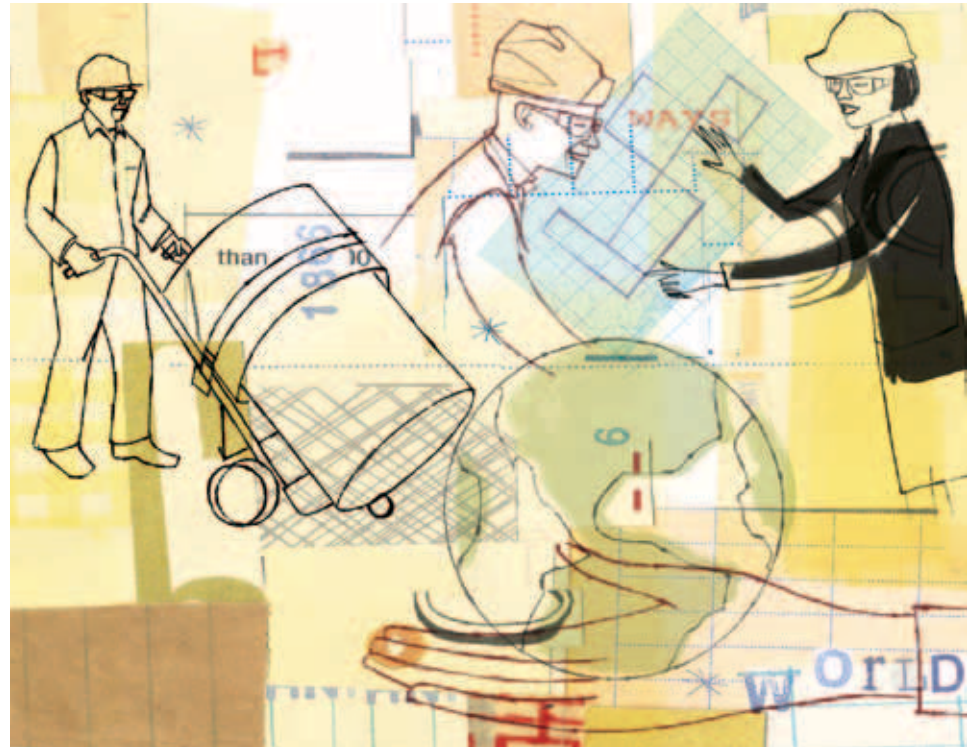
For a copy of our most recent Sustainability Report, go to www.bms.com/sustainability

Environment, Health and Safety (continued)

(Q&A)

I was walking through the site and noticed paint had been poured into a storm sewer grate. Do I have any responsibility to report this?

Yes. It is the responsibility of every employee to promptly report situations that could reasonably result in harm to employees or the environment. You should report this concern as quickly as possible to site Security or Environment, Health and Safety so that appropriate action can be taken to (i) prevent or limit, to the extent possible, any potential harm to people or the environment, (ii) notify appropriate authorities, if required, (iii) promptly clean up the spill to prevent injury, and (iv) take measures to prevent recurrence.



OUR COMPANY

Accurate Books and Records

Records Management

Government Investigations and Other Legal Matters

Protecting Company Information

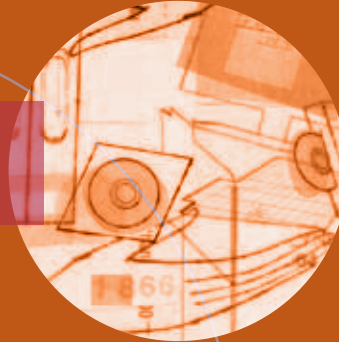
Disclosure of Material Nonpublic Information
and Securities Trading

Public Affairs

Conflicts of Interest

Use of BMS Property or Services
for Personal Benefit

Use of Computers and Information Assets



Accurate Books and Records

Our Company maintains its books and records to accurately reflect the true nature of its business transactions. We do not create or participate in creating records that are misleading or conceal inaccuracies. Each of us is responsible, within our respective jobs, for the accuracy of the financial records we create.

For example, this means that you must not:

- make records that appear to show payments to one person or entity when, in fact, they are made to another;



- create records that contain false dates or signatures;
- submit expense reports that fail to reflect accurately the nature of expenses;
- create records that fail to reflect accurately the nature of the transactions; or
- record sales that do not actually occur.

Business Expenses

Our Company is committed to the highest standards of ethical behavior relating to business expenses. While the Company reimburses us for reasonable and legitimate business expenses, we are all required to use good judgment when incurring and reporting those expenses.

For example, this means you must not:

- misuse Company funds;
- falsify expense reports; or
- submit falsified records as proof of business expenses.

If you have a concern regarding activities which may lead to inaccurate books or records, including accounting issues, internal controls or auditing matters, you should immediately report your concern to either your supervisor, the Law Department, the Office of Compliance and Ethics, or directly to the Audit Committee of the Board of Directors.

(Q & A)

The Company learns that it will soon receive a rebate check from a supplier for meeting certain volume purchase requirements. Our department is exceeding our budget in the current year. Is it acceptable to ask the vendor to delay sending the check until next year to cover unforeseen contingencies in next year's budget?

No. Income and expenses must be recorded in the period they are earned or incurred, regardless of when budgeted. Furthermore, you may not agree to delay making or receiving a payment due to or from a vendor. Doing so could be fraudulent and could subject you and the Company to aiding and abetting liability.

One of my direct reports recently returned from a business trip. In reviewing her expense report, I noticed a small discrepancy between a receipt she submitted and the amount entered on her expense report. Should I ignore it?

No. The size of the discrepancy doesn't matter when preparing and submitting expenses reports and records submitted as proof of business expenses. You should address the discrepancy with the employee.

My business unit sells directly to hospitals, pharmacies and retail outlets. The Vice President of Sales has been insisting that the best way to increase sales is to change the distribution model so we would sell to an exclusive distributor, who would in turn sell to the hospitals, pharmacies and retail outlets. The contract with the exclusive distributor would require that 30 days of inventory be maintained by the distributor. Is this permissible?

It depends. You should consult with the Law Department and the Finance Department regarding your specific situation. Generally, for 30 days of inventory or less, if the new distribution model offers extended geographic coverage, increased delivery frequency or other customer service benefits which the current internal infrastructure cannot support, it is most likely a sound business model adjustment and permissible. If, however, there is no increase in the coverage of potential customers and the intent is to record 30 days of sales to the distributor to meet your sales targets, it is not permissible.

Relevant Policies:
BMS-CP-017, Management of Direct Customer Inventory Levels
BMS-CP-034, Anti-Bribery and Related Matters
BMS-CP-039, Business Expenses

Records Management

A record is any recorded information created, received, modified, maintained, archived, retrieved or transmitted that supports our business activities. This includes paper, e-mail messages, photographs, electronic and digital records (CDs, computer tapes, disks, etc.), microfilm and Word, Excel and other documents.

Our records management program establishes uniform and consistent records management practices, including how long records should be kept and when they should be disposed.

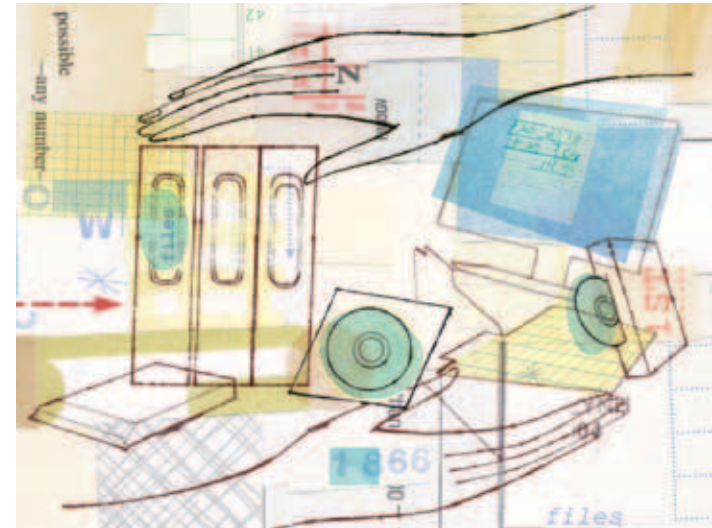
All records that relate to your work are the property of BMS. No employee has a personal or property right to BMS records, including those records an employee authored or helped develop or compile.

You are responsible for ensuring that Company records are classified, maintained, used, transferred and disposed of according to the BMS Records Management Policy.

Any questions should be directed to the BMS Records Management Office as follows:

- RM Helpline: + 1 609-252-5500
- Email: records.management@bms.com
- Web site: rm.bms.com

Relevant Policy:
BMS-CP-005, BMS Records Management



(Q&A)

It has been several years since my department reviewed the contents of its file cabinets. We scheduled a Records Review Day (“file clean-up day”) and want to be sure we know what we can throw away. Where can I find this information?

According to our Records Management Policy you need to check the Records Retention Schedules, which identify retention requirements for different types of records. In addition you must determine if there are any Records Retention Hold Notices (Legal Holds) which prohibit you from disposing of specific records. A listing of general Records Retention Hold Notices may be viewed at rm.bms.com. If you need further guidance about whether a certain record must be retained you should contact the Law Department.

Government Investigations and Other Legal Matters

We cooperate fully with government investigations, inquiries and litigation requests.

When you know, reasonably believe, or have been notified that an investigation, inquiry, or litigation is ongoing or reasonably foreseeable, you must retain and preserve all related documents (hard copy, electronic, and digital).

You must properly retain documents and never:

- destroy Company documents (i) if there is a reasonable likelihood they will be subject to an investigation or litigation, (ii) after receiving notice to retain such documents or (iii) after receiving requests for the documents from a government agency, court or the Law Department;
- alter Company documents or records;
- lie or make misleading statements to a government investigator or any member of Company management; or
- attempt to keep any person from giving information to a government investigator or Company attorney, or attempt to induce anyone to offer false or misleading information.

Employees in the United States and certain other countries may have a right to be represented by an attorney if government investigators contact them. If you are unsure of your rights, contact the Law Department.

Relevant Policy:
BMS-CP-005, BMS Records Management



(Q&A)

What should I do if I receive a notice of deposition or a subpoena requesting information about a BMS product or my work activities?

You should immediately contact the Law Department before taking any action. They will discuss the matter with you, review with you the scope of the request, assist with the legal process, contact the party that issued the notice of deposition or subpoena, and advise you whether you have the right to be represented by counsel, provided by the Company.

Protecting Company Information

Our Company generates a great deal of information, and employees are expected to know how to protect that information and which information should not be shared outside the Company. Inappropriate disclosure of company information may destroy the information's value, harm our Company's competitive position, violate laws, or affect our contractual obligations. We are each responsible for ensuring that Company information is classified, handled, maintained and disposed of according to Company procedures.

To help ensure that Company information is protected and handled properly, it must be classified as either Public, BMS Internal, or BMS Highly Confidential. Company information classified as BMS Highly Confidential must be labeled accordingly. Questions regarding the classification of Company information should be directed to the Law Department.

Some of the most common examples of BMS Highly Confidential information include:

- personnel files, including Performance Connections reports;
- U.S. Social Security numbers or other governmental identifiers;
- individual bank account and credit card numbers;
- medical information about an individual;
- sales projections;
- certain contracts with a strategic business objective;
- merger and acquisition information;
- chemical structures of compounds not yet patented or published;
- strategic business plans and marketing strategies; and
- financial data.



To protect BMS Internal and BMS Highly Confidential information from inappropriate disclosure:

- it must not be disclosed without appropriate, prior approval;
- it must only be discussed with other employees on a need-to-know basis, with prior approval;
- our vendors must be reminded that they may only use it for the purpose of conducting business with us;
- we must use caution to avoid inadvertent disclosure at all times and in all settings, including in social interactions;
- we must use caution in discussing Company business outside of the office; and
- we must classify and identify it clearly and appropriately.

We apply these same standards to confidential information we receive from our business partners.

When receiving any other party's confidential information:

- you must not accept the information unless there is a written confidentiality agreement covering the exchange of information; and
- you must not use any illegal or improper actions to acquire another party's confidential information.

(Q&A)

On a recent business trip, I heard several BMS employees in the airport waiting area discussing information about an important new product under development. What is my responsibility in a situation like this?

You should speak with them about the issue immediately. Remember, each employee is responsible for protecting our confidential information.

I have just hired an employee from a competitor. May I ask the employee to divulge confidential information about his former employer?

No. It is improper, and often times illegal, to obtain confidential information about a former employer. Additionally, if you are approached with offers of confidential information, or with any information believed to have been obtained illegally or improperly, you must immediately refer the matter to the Law Department.

Relevant Policies:
BMS-CP-005, BMS Records Management
BMS-CP-010, Disclosure of Material Information

Disclosure of Material Nonpublic Information and Securities Trading

Disclosure of Material Nonpublic Information

The way in which we handle material nonpublic information, as well as the conduct of our employees who are exposed to this information, is controlled by law and by Company policy.

You must not disclose material nonpublic information about BMS or the companies with whom we do business to anyone inside or outside the Company who is not authorized to receive the information.

You should take particular care with the following types of material nonpublic information:

- internal financial information;
- commencement of a new business;
- development, approval or a lack of approval of a new product or technological breakthrough;
- a contemplated major transaction, such as an acquisition of another company, a divestiture, a significant license, or a collaboration agreement; or
- the initiation or termination of significant litigation or a government investigation.

(Q & A)

What is material nonpublic information?

Material nonpublic information is a type of confidential information that has not been made public and that a reasonable investor is likely to consider important in determining whether to buy or sell a corporation's stock. Information is considered public only if it has been made generally available to investors, such as in our Company's annual or periodic reports to stockholders, in a press release, or as widely reported in the media, and if investors have been allowed a reasonable period to react to the information.

Relevant Policy:
BMS-CP-010, Disclosure of Material Information

Securities Trading

If you possess material nonpublic information, you are prohibited from profiting from the use of it, for example, by buying or selling Company securities. You are also prohibited from providing that information to another person who might use it to buy or sell Company securities. These types of transactions are often referred to as “insider trading” and “tipping.” Securities include, but are not limited to, shares of stock, stock units, stock options, notes and debentures.

Likewise, anyone with knowledge of material nonpublic information about companies with whom BMS does, or is considering doing, business may not buy or sell the securities of those companies or provide the information to another person who might use it to buy or sell securities of that company.

If you are uncertain about any of these rules, contact the Corporate Secretary or the Law Department before making any securities purchases or sales.



Relevant Policy:
BMS-CP-007, Securities Trading

Disclosure of Material Nonpublic Information and Securities Trading

(continued)

(Q&A)

A number of my shares of restricted stock have just vested, and I would like to sell them as I've done every year in the past. The Company is not in a blackout period but I'm currently working on a confidential acquisition. Can I sell my shares?

If you are working on a confidential transaction, such as an acquisition, that is material to the Company (i.e., it could have a significant impact on Company valuation or stock price), you cannot sell your stock before the transaction is publicly announced, since you would be exercising your right to sell while you are in possession of material nonpublic information. You should contact the Corporate Secretary to further discuss what actions would or would not be appropriate in these circumstances.



I know that an employee who I supervise has material nonpublic information and is trading in Company securities. What should I do?

You should immediately report the matter to the Law Department. All employees have an obligation to be alert if they believe that others, especially those subject to their supervision, may be ignoring rules that prohibit insider trading. Securities laws penalize individuals participating in insider trading, and controlling persons who fail to take action if they knew individuals they control are violating the securities laws.

Public Affairs

BMS employees communicate regularly with customers, healthcare professionals, government officials, financial analysts, the press, and other important external contacts. To ensure that we communicate in a thoughtful and appropriate manner, it is essential to work with Public Affairs (PA), the Law Department, Investor Relations, and Shareholder Services, as follows:

- all written and oral communications for external audiences that discuss general information about our business (in speeches, press releases, presentations, and other similar materials) must be reviewed and approved in advance by Public Affairs prior to release to ensure accuracy and consistency;
- all communications to the investment community must be reviewed and approved in advance by Public Affairs, the Law Department and then by Investor Relations;
- all external inquiries about BMS must be directed to Public Affairs;
- all requests by third parties for public endorsements, statements of support by the Company, or descriptions of its relationship with the Company or one of its employees, must be approved in advance by Public Affairs;

- all inquiries about a pending legal matter or other sensitive issue should be referred to the Law Department. However, if the inquiry is from the media, it should be referred to Public Affairs;
- all requests by third parties to use the “corporate signature” or logo (“snowflake”) in the distinctive BMS font and shade of blue, must be approved in advance by Public Affairs; and
- all uses of the Bristol-Myers Squibb name outside of the Company must be approved in advance by Public Affairs.

In addition, if you are uncertain whether your planned use of the corporate signature inside BMS is appropriate, please contact Public Affairs.

Internal communications, including, but not limited to, Executive Staff Bulletins, articles on inSite, and executive speeches and presentations (unless the speech or presentation was delivered in a public forum) must not be forwarded outside BMS.

Relevant Policy:
BMS-CP-010, Disclosure of Material Information

Public Affairs (continued)

(Q&A)

I was approached by a vendor who wanted to issue a press release describing how his product was used by our Company to improve productivity. I asked him to remove a statement attributed to me, since I was not comfortable being quoted, and then said he could issue the release. Did I do the right thing?

No. Even though the vendor's press release did not contain a direct quote from a BMS employee, it still characterized or described that company's relationship with BMS. In this case, you should have advised the vendor that the release needed to be reviewed in advance by Public Affairs.

I was speaking at a conference and after my presentation I was approached by a journalist who was sitting in the audience and had questions about my presentation. I answered the questions and then referred the journalist to PA for further information. Did I handle this correctly?

No. Although it may have seemed "safe" to speak with the journalist, his or her job is to probe beyond your presentation to try and find out more than you shared with the conference audience. To ensure you were not caught off-guard by the types of questions the journal-



ist may have asked, you should have told the journalist to contact Public Affairs who would have facilitated an interview. Further, when considering whether to speak at a conference, you should inquire about the nature of the audience. If the conference will be open to the media or investors, prepare your presentations and remarks with an external audience in mind. If you learn that media or investors could be in the audience, you should alert PA and/or Investor Relations, respectively.

Conflicts of Interest

We must avoid situations that present or create the appearance of a potential conflict between our private interests and those of the Company.

A conflict of interest exists when your private interests, including personal, social and financial, interfere in any way with the performance of your responsibilities to the Company. For example, a conflict may arise if you or a family member receive personal benefits, have personal relationships, or have financial or business dealings that make it difficult to perform your job objectively. Even the appearance of a conflict of interest can damage the Company's reputation, as well as your own. You must disclose the details of any potential conflict of interest that exists and seek approval for an exception to Company policy.

While there are many situations which may create a potential conflict of interest, the following represent the most common types of conflicts which you may face, as well as specific situations that all employees should avoid:

PERSONAL FINANCIAL INTERESTS

- a financial interest in any entity with which the Company does business, or which competes with the Company (for example suppliers, customers and competitors), if that interest would present a conflict or appear to present a conflict with your employment;
- ownership of more than one percent (1%) of the securities of any publicly traded entity with which the Company does business;

- receiving fees, commissions or other compensation from any entity with which the Company does business; and
- a financial interest in any transaction in which it is known that BMS is, or may be, interested.

OUTSIDE ACTIVITIES

- outside business activities that compete with any Company business;
- outside activities that affect your ability to devote appropriate time and attention to your assigned job responsibilities; and
- service on the board of directors of any outside entity, unless approved, in advance, by the Company.

(Q&A)

My father works for one of our Company's preferred vendors. Could there be a conflict of interest?

Yes. Our family and household members who work for a customer, distributor, competitor or supplier of BMS pose special potential for conflicts. In this case there may be a conflict of interest depending on your position at BMS and your influence on purchasing decisions. You should disclose the information to your supervisor, the Law Department or the Office of Compliance and Ethics with a request for an exception. The Company can then take appropriate steps to address the situation.

Relevant Policy:
BMS-CP-009, Conflicts of Interest

Conflicts of Interest (continued)

GIFTS, ENTERTAINMENT, HOSPITALITY, GRATUITIES AND OTHER FAVORS

You must never accept a gift that might influence or be perceived to influence your professional decisions.

Accepting gifts, entertainment, hospitality, gratuities or other favors from entities with whom we do business is generally not acceptable because it may pose a conflict of interest by implying an obligation on behalf of our Company. Employees should rely on their good judgment and consult with a supervisor, the Law Department, or the Office of Compliance and Ethics for guidance on these matters.

Gifts

You must not accept or provide a gift unless it is:

- of nominal value;
- not intended and could not be perceived by others to improperly influence business decisions; and
- consistent with industry practices, all applicable laws and all Company policies and procedures.



(Q&A)

Over the past year I have been working very closely with one of our primary vendors. During the holiday season, I receive a small fruit basket from the vendor. What should I do?

You should accept the gift graciously and share it with your department. If the vendor continues to send gifts, politely advise the vendor of our policy. If the gift is of substantial value, return it to the vendor, advise the vendor of our policy and report the occurrence to your supervisor. If it would be impractical to return the gift, or if refusing the gift may damage our business relationship, you should turn it over to BMS as Company property for charitable or other lawful uses.

Entertainment and Hospitality

When permitted by applicable laws, for the purpose of building relationships, you may accept or provide entertainment or hospitality, such as modest meals or event tickets. However, you must not accept or provide entertainment or hospitality unless it:

- permits business or educational discussions;
- is part of a genuine business relationship;
- is not intended and could not be perceived by others to improperly influence business decisions;
- is consistent with all applicable laws, industry practices, and our Company policies and procedures;
- is not excessive in price or quantity; and
- would not embarrass our Company if it was brought to public attention.

(Q & A)

What should I do if a vendor asks me to attend a regular season sporting event as part of their annual customer appreciation day?

You must consider whether accepting this entertainment might be perceived as improperly influencing business decisions. It may be acceptable to attend as long as the above-mentioned criteria have been satisfied. However, if the vendor has offered tickets that are expensive or difficult to obtain (for example, tickets to a premier event like the playoffs, World Cup or other similar games in other sports), the value of the entertainment would be considered excessive and you should not attend.

Relevant Policies:
BMS-CP-009, Conflicts of Interest
BMS-CP-043, Interactions with Healthcare Professionals

Conflicts of Interest (continued)

HONORARIA

There may be times when you are asked to speak at a seminar, symposium or other meeting on a topic related to your business expertise or on a topic related to our Company's business. You usually may do so as official Company business if you have prior approval from your supervisor and as long as the activity is aligned with Company business objectives.

Generally, you may not accept a fee or honorarium for speaking or making a presentation when conducting official Company business. Receiving such a payment poses a potential conflict of interest because it could imply an obligation on behalf of BMS or of you to the organization offering the honorarium. You should immediately consult with your supervisor and, if necessary, the Law Department or the Office of Compliance and Ethics if you are offered an honorarium to speak at a seminar, symposium or other meeting.

DOING BUSINESS WITH GOVERNMENT EMPLOYEES

It is important to remember that, in many countries, the healthcare professionals, customers, and others with whom we do business are government employees. Before offering or accepting any gifts, gratuities, entertainment, or hospitality to or from a government employee, you should consult with the Law Department. Laws concerning this matter are often complex and vary from country to country, and, often from state to state.



(Q & A)

I'm a Company biologist and also an avid stamp collector. A nonprofit organization of stamp collectors has asked me to speak about my collection of animal stamps at a weekend conference. Is it alright for me to participate?

It would be acceptable to speak at the meeting because you are speaking about general information that is not related to your work at BMS, and you will be doing so entirely on your own time. However, you should not identify yourself as a BMS employee during the presentation, and you may not disclose any BMS confidential information.

Relevant Policies:
BMS-CP-008, Receiving Honoraria for Presentations
BMS-CP-034, Anti-Bribery and Related Matters

Use of BMS Property or Services for Personal Benefit

In general, you should not use BMS property or services for your own or another's personal benefit. Sometimes the line between personal and Company benefit may be difficult to determine since activities sometimes create both personal and Company benefits. In such cases, you should seek approval from your supervisor when using Company property or services that do not solely benefit our Company.

Opportunities that are discovered through the use of BMS property or information, or through your position with BMS, must not be used for your personal benefit.



(Q&A)

I recently started selling personal care products to friends and family to supplement my income. May I place online orders for my customers, and use the photocopy machines to print copies of my order forms during work hours?

No. Your intended use of Company property is strictly for your personal benefit, is not related to the conduct of Company business, and may be perceived as interfering with your ability to perform your work-related responsibilities. While intermittent personal use of Company property is permitted while conducting Company business, it must be limited and not interfere with the performance of your work-related responsibilities

Relevant Policies:
BMS-CP-006, Computer System Usage and Information Asset Protection
BMS-CP-009, Conflicts of Interest

Use of Computers and Information Assets

Our Company uses global electronic communications and resources as routine parts of our business activities. However, they can present risks. Therefore, it is essential that electronic resources used to perform Company business are protected to ensure that these resources are accessible for business purposes and operated in a cost-effective manner, that our Company's reputation is protected, and that we minimize the potential for legal risk.

Generally, you must restrict your use of Company computer and other electronic resources to authorized business purposes. Only brief, incidental uses for personal reasons are permitted. When performing Company work, you must not use Company-provided electronic resources to view, download, copy, or electronically distribute:

- material that is discriminatory or disparaging of others based on 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;
- pornographic or sexually oriented materials;
- gambling sites or gambling-related materials;
- material that advocates illegal activity; or
- articles, artwork, photographs, music, files, data, software or other materials or information that are protected by copyright, or otherwise use such copyrighted information in a way that violates copyright laws.

Appropriate business-like language and tone must be used when sending or posting information electronically (e.g., e-mail, instant messages, text messages, voicemail, or social media content postings such as blog entries). You must not use Company computer systems to send electronic communications that:

- use language that may be obscene, sexually-oriented, derogatory, offensive, threatening, insulting, harassing, slanderous, libelous, or defamatory to recipients;
- promote any commercial enterprise or private business venture other than approved company business;
- discriminate against or disparage others on the basis of 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;
- include chain letters, or other similar mailings;
- contain content that damages the reputation of BMS, its products or services, or those of any other company;
- contain content that is implied to be on behalf of the Company and not as a personal opinion or belief;
- contain content that solicits or promotes a religious, charitable, political, or other non-business related cause, unless authorized by BMS; or
- engage in any criminal activity.



All Company electronic resources must be secured from unauthorized access. Workstations, laptops, tablets and mobile devices used in performing Company business must be physically locked or securely stored when not in use.

We monitor system use by employees, including Internet and e-mail use. Monitoring is conducted for a variety of reasons, including, managing our network, assurance of system security, and verification that employees are complying with Company policy. Subject to local laws and regulations, users do not have any expectation of privacy regarding the

contents of any e-mail communications, instant messages, the nature of the user's Internet usage, or any other use by any individual of systems used during the performance of BMS work. Violation of Company policy may result in restriction or termination of access to the Company's computer resources and other disciplinary action including termination of employment, as permitted by local law.

Social Media

The Company supports the use of external social media to foster learning and scientific exchange, and to connect and collaborate with others. Your participation on external social media sites is a matter of personal choice. We also support the use of certain types of internal social media to foster learning, strengthen discourse, and promote collaboration among persons engaged in Company-related activities. Participation in internal social media is voluntary, and should complement or support your role and responsibilities at BMS. If you choose to participate in either form of social media, you are responsible for ensuring that you post content in a manner consistent with Company policies and procedures. Questions regarding participation in social media should be directed to the Law Department.

Relevant Policy:
BMS-CP-006, Computer System Usage and Information Asset Protection

Use of Computers and Information Assets (continued)

(Q&A)

My brother is leaving on a trip tomorrow. May I access the internet through the Company's computer system to send him an online greeting card?

Yes. This would be acceptable because such use would be considered brief and infrequent. Always use common sense and good judgment when determining if personal use of our Company's computers is acceptable.

I am working from home using a BMS-issued laptop and a personal connection to the Internet. Is it acceptable for me to use my personal desktop during the workday to sell items on Internet-based auction sites?

No, you cannot use your personal desktop to sell items on the Internet while you are supposed to be performing work for the Company.

My spouse recently opened his own business. May I use the Company's computers to e-mail friends and colleagues to advertise his services?

No. This would be an example of promoting a private business venture, which is prohibited.

I have been following a discussion relating to the disease state on which I conduct research for the Company on an external social media web site. Since the discussion is predominantly scientific in nature, may I participate by sharing my experiences and learnings as a researcher for the Company?

Your participation in the discussion must be consistent with Company policies and procedures. You may discuss the disease state in general terms on external social media, but you must not discuss BMS business, which includes investigational compounds, or disclose BMS Internal or Highly Confidential information. In addition, you cannot participate in the discussion as a representative of BMS unless you have first demonstrated a compelling business interest, and have received prior approval from Public Affairs and the Law Department. Remember to always use common sense and good judgment when participating in external social media. Before posting comments in external social media ask yourself whether you would want to see those comments published in a major newspaper.

Relevant Policy:
BMS-CP-006, Computer System Usage and Information Asset Protection



OUR BUSINESS

Fair Competition

Purchasing and Contracts

Marketing and Sales Practices

Pharmaceutical Laws

Reporting Adverse Events

International Business

Political Activity

Fair Competition

Antitrust and competition laws, also called monopoly, fair trade or cartel laws, promote fair competition and help maintain an open and competitive marketplace. Although these laws are complex and difficult to summarize, it is important to remember that they prohibit agreements between our Company and our competitors that affect prices, terms or conditions of sale, or fair competition.

In order to avoid improper agreements, you must not:

- contact competitors about pricing, costs, or terms or conditions of sale;
- contact suppliers and customers in a way that unfairly restricts trade or excludes competitors from the marketplace;
- enter into agreements with competitors that allocate markets or customers; and
- enter into agreements with others to boycott customers or suppliers.

If you are responsible for areas of the business where these laws apply, you must be aware of them and their implications, including how they apply in the country where you operate. Many countries have antitrust or competition laws that vary from country to country. For example, the laws in some countries may be more stringent than those in the U.S. and regulate many activities including, distribution agreements; rebates and discounts to customers; patent, copyright and trademark licenses; territorial restrictions on resellers; and pricing policy.

These laws are complex and you must seek advice from the Law Department before you act.



Trade Associations

Trade association meetings and other industry gatherings serve legitimate and worthwhile purposes. However, these meetings pose certain risks, since they bring together competitors who might discuss subjects of mutual interest, and potentially cross the line of non-compliance with competition laws. Even joking about a subject such as marketing or pricing strategies could be misinterpreted and misreported. If you attend a trade association meeting and the conversation turns to any kind of anti-competitive subject, do not participate in the conversation; raise an objection to the conversation; immediately excuse yourself from the meeting and promptly notify the Law Department.

(Q & A)

A project manager is preparing for a presentation to the head of the business unit on marketing plans for next year. While the presentation itself focuses mainly on promotional concepts and business plans, she wants the presentation to show how “aggressive” the team has been in developing ideas, and how confident they are about success. Can she state that her strategy will create “barriers for entry” for competitors and that the Company will “dominate the market”?

No. These words have developed a particular legal meaning indicating potentially anti-competitive conduct. Using such words (even if not intended to be anti-competitive) could trigger investigations, litigation and serious damage to our Company’s reputation. You should always preview with the Law Department any presentations that relate to competition issues.

My neighbor works for one of our competitors. Is it acceptable for us to discuss how our companies structure agreements with distributors?

No. Subjects that must not be discussed at a regular business meeting, because they would violate applicable law, must not be discussed in a social setting for the same reasons. If your neighbor attempts to engage you in this type of conversation, tell your neighbor that you cannot continue the conversation; excuse yourself; and promptly notify the Law Department.

Relevant Policy:
BMS-CP-011, Fair Competition

Purchasing and Contracts

BMS purchases goods and services solely on the basis of price, quality, safety and the value they provide.

Our Global Procurement organization has responsibility for the purchasing process for goods and services covered by the Corporate Policy on Purchasing. Global Procurement will establish and manage the business processes, standards and disciplines related to these purchasing activities.

Each Business Unit is responsible for identifying its business needs and justifying the expenditure of Company funds to purchase the goods and services that will fulfill those needs.

Global Procurement, acting on behalf of the Business Unit and as agent for our Company, will lead the process of seeking, soliciting proposals and negotiating with suppliers of goods and services to meet business objectives, while maintaining quality requirements at competitive costs. Global Procurement will select suppliers with advice from the Business Unit.

Prior to the purchase of goods and services, Global Procurement, the Business Unit and the Law Department will work together to ensure that appropriate contracts, statements of work or other documents are in place that adequately protect the Company's interests, and are consistent with the Company's values, ethical standards and commitment to integrity.

Suppliers who are also Company customers will receive no advantage in Company purchasing decisions. Purchases and sales should be viewed independently and analyzed solely on the basis of their impact on our Company's business.



(Q&A)

My supervisor has identified the need to obtain certain services for our organization and has asked me to take the lead in making this happen. At what point is it appropriate for me to contact Global Procurement and ask for its involvement?

You should consult the Corporate Policy on Purchasing and related procedural documents to determine whether and when to involve Global Procurement. Early involvement enables you and Global Procurement to work together to get the greatest value for the Company.

Are we permitted to discuss with a vendor its product and service offerings without first speaking with Global Procurement?

Yes. However, we are not permitted to discuss price or other commercial terms, communicate any information suppliers may try to obtain regarding the Company's requirements or provide any information about our current source of supply. In short, you must not reveal any information that could compromise Global Procurement's ability to create a competitive environment.

Relevant Policies:
BMS-CP-013, Purchasing
BMS-CP-040, Contracts and Similar Transactions

Marketing and Sales Practices

All of our Company's products are sold solely on the basis of their price, quality, efficacy and safety.

Advertising must be truthful, and specific claims must be fair and substantiated. We do not engage in deceptive advertising or unlawful promotional activity. Materials that are created for use in marketing and selling our products must be reviewed and approved as required by applicable policies before their use.

You should discuss the implications of any of the following practices with the Law Department, if applicable:

- advertising and promotional allowances (for example, rebates and discounts);
- comparisons of Company products to our competitors' products; or
- use of Company trademarks and trade names.

In most countries, including the United States, the law prohibits healthcare companies from marketing their products by giving improper incentives to direct or indirect customers. Improper incentives may include entertainment, trips, gifts and fees paid with the purpose of influencing purchasing or prescribing decisions. Our Company's marketing practices prohibit giving illegal incentives to our customers.



(Q&A)

A healthcare professional wants to tell her colleagues about BMS products and asks if we could pay her a consulting fee to do so. What should I say?

You should tell her that we pay healthcare professionals only through Company programs designed to meet specific business needs and only if approved as required by applicable procedural documents. As part of such programs, the Company may compensate a healthcare professional for needed consulting services under a written contract approved pursuant to applicable procedural documents.

I am informed that in a particular country it is common practice to pay a small “gratuity” to a customer prior to their purchase of a Company product. Should I pay the “gratuity” so that I don’t lose the business?

No. We do not engage in business that is available only through improper or illegal payments. The Law Department should be contacted if you are unsure whether a requested payment is legal. If you become aware of the use of gifts, bribes, gratuities, kickbacks, secret payments or inducements to anyone, including customers, their agents or employees (or members of their families), to generate business, you should immediately contact the Law Department or the Office of Compliance & Ethics.

Relevant Policies:
BMS-CP-012, Trademarks and Copyrights
BMS-CP-034, Anti-Bribery and Related Matters
BMS-CP-043, Interactions with Healthcare Professionals

Pharmaceutical Laws

You must be aware of and comply fully with the laws and regulations that relate to our business. This includes those issued by the U.S. Food and Drug Administration, Drug Enforcement Administration, Environmental Protection Agency, Occupational Safety and Health Administration, Centers for Medicare and Medicaid Services, Office of the Inspector General, other federal, state and local laws and regulations, and similar international laws and regulations.

For example, you must pay strict attention to quality control and must comply with the good manufacturing practices, good laboratory practices, and good clinical practices requirements applicable in your country.

Our Company often adopts or utilizes industry codes that relate to our business. You must become familiar with and comply with such industry codes (e.g., the PhRMA Code and the EFPIA Code). These codes generally address interactions between healthcare professionals and pharmaceutical companies.

You should direct any questions involving these codes and other areas of the law to the Law Department.



Relevant Policies:
BMS-CP-014, Quality
BMS-CP-043, Interactions with Healthcare Professionals

Reporting Adverse Events

We are committed to protecting the health and safety of our patients and those who participate in our clinical trials. Therefore, our Company monitors and evaluates adverse events associated with our investigational drugs in clinical trials and our marketed products.

To ensure we meet our worldwide safety reporting requirements, you must promptly report any adverse events or medical events associated with any of our products when you become aware of them.

Information you receive about adverse events or medical events should be reported through the following channels:

- **U.S. employees:**
Call 1-866-232-2557 (1-866-AECALLS)
- **All other employees:**
Regional or country contact information is available through the “Contact Information” link found on the web site <http://gpveportal.bms.com> under “Reporting an Adverse Event?”

If you are not able to use either of these options, you must report the information to your management.

Relevant Policy:
BMS-CP-044, Reporting Spontaneous Adverse Events
and Medical Events for BMS Products

(Q&A)

How do I find out what adverse event reporting obligations apply to my business?

Contact Global Pharmacovigilance & Epidemiology or your local Medical or Law Departments for advice about adverse event reporting obligations that affect your business.

International Business

We observe the highest ethical standards in all of our business transactions. In addition to observing all local, state, federal and country laws and regulations, you must uphold our Company's ethical standards, even if they are more demanding than local customs or practices.

Most countries, including the U.S., have in place laws and regulations that prohibit bribery, corruption and kickbacks.

Payments to Government Officials

There are specific laws for interactions with government officials. You must not offer, promise, make, authorize or provide, directly or indirectly through third parties, any payments, gifts, or anything of value to any government official, including family members of the official, and former officials, in order to influence or reward their actions or decisions in connection with their official capacity, for the purpose of obtaining or retaining business or securing an improper advantage. This is consistent with the U.S. Foreign Corrupt Practices Act (FCPA) and country-specific anti-bribery laws, including the UK Bribery Act. In addition, you must not act in any way that might cause a reasonable person to believe that our Company is providing an improper benefit to government officials.

In many countries, the healthcare professionals or customers with whom we do business are government officials. Before offering or accepting any gifts, gratuities, hospitality, entertainment or other payments, to or from a government official, you should consult the Law Department. Laws concerning this matter are often complex and vary from country to country.



(Q&A)

It is customary in the country where I work to provide a cash “welfare payment” to the administrator of government hospitals. The amounts paid are approximately 5% of the invoice price and funds are used to provide medical education to the staff of the hospital. All other pharmaceutical companies pay the same amount. If amounts are not paid, the hospital does not purchase the companies’ products. Is this acceptable?

This is likely to be unacceptable. Situations such as these must be reviewed in detail with the Law Department to ensure they are not in violation of the U.S. Foreign Corrupt Practices Act, the UK Bribery Act or other country-specific laws.

Anti-Boycott Laws

Our Company complies with U.S. laws which prohibit participating in the economic boycotts of certain other countries. We cannot refuse to do business with firms in these countries for reasons of boycott.

In addition, our Company reports to the U.S. government the receipt of requests for information, declarations or other statements relative to such boycotts. Participation in certain boycotts may also violate laws of other countries. Any questions about this topic must be referred to the Law Department.

Sanctioned Countries and Restricted Parties

The laws of the United States and other countries where our Company does business prohibit or restrict direct or indirect dealings with certain countries. They may also restrict our dealings in certain countries with individuals, and companies controlled by the government. U.S. law also prohibits or restricts dealings with certain parties identified by the U.S. Department of Commerce and the U.S. Department of the Treasury. Any questions about this topic must be referred to the Law Department.

(Q&A)

I have received an order from a distributor for products destined for a country which is under U.S. sanctions. In addition, the order includes language limiting the carriers to a list of approved, non-embargoed carriers. The list is based on the nationality of the carriers. What should I do?

The trade restriction laws are complex and the countries and individuals subject to them change regularly. You must comply with Company policy in this matter and consult with the Law Department to determine whether your transaction involves a country, individual or other party subject to a trade restriction, and not pursue it unless you obtain prior written approval for that transaction from the Law Department.

Relevant Policies:
BMS-CP-034, Anti-Bribery and Related Matters
BMS-CP-064, Sanctioned Countries, Restricted Parties and Anti-boycott

Political Activity

Our Company encourages active participation in the political process. However, you must not:

- dedicate regular working time to political activities;
- request reimbursement for any political contributions; or
- use Company time, property or facilities for political activity.

You should direct questions to the Law Department before doing anything involving our Company in any political activity in the United States and other countries. You may, of course, volunteer for political purposes, but your services must be offered during personal time only.

United States federal laws restrict use of corporate funds for federal elections and some states have similar laws. This is a complex and highly regulated area.

Political Action Committees

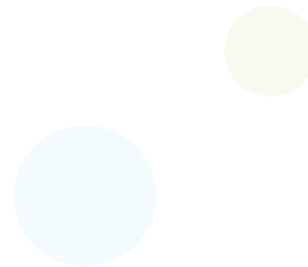
In keeping with U.S. Federal Election Campaign laws, our Company has organized the Bristol-Myers Squibb Employee Political Action Committee. This committee solicits voluntary contributions from Company employees to support candidates for federal, state and local offices, as permitted by law. Any questions about this topic must be referred to the Law Department.

Relevant Policies:
BMS-CP-048, Political Contributions
BMS-CP-058, Disclosure of Federal Lobbying Activities

(Q&A)

My brother is running for a political office. During lunch, may I make calls from my desk in support of his campaign or use our copiers to copy brochures for his campaign?

No. Using Company time, property or facilities or giving candidates access to Company premises or facilities for political activities is prohibited.



The image features a solid teal background. In the center, the words "COMPLIANCE AND ETHICS" are written in white, uppercase letters within a horizontal green rectangular bar. To the left of this bar is a circular inset showing a magnifying glass over a document with handwritten numbers and lines. Several other geometric shapes are scattered around: a small teal circle in the upper left, a large thin white circle overlapping the central text, a medium teal circle in the lower right, and a small teal circle at the bottom right.

COMPLIANCE AND ETHICS

Compliance and Ethics

BMS Office of Compliance and Ethics

We are committed to compliance with local, state and federal laws and regulations of the United States; the laws and regulations of other countries where our Company does business; and our own procedural documents. We have an effective global compliance and ethics program that is led by our Office of Compliance and Ethics. You can find additional information on the Compliance link at insite.bms.com.

The Chief Compliance and Ethics Officer

The Chief Compliance and Ethics Officer (CCEO) has overall responsibility for leading our Company's global compliance program. These responsibilities include:

- identifying potential compliance risks within the Company and facilitating a corrective action planning process to close the gaps and mitigate the risks;
- designing, developing and maintaining a system of procedural documents (policies, directives, SOPs and work instructions) that ensure the Company is proactively managing corporate, business unit and staff operations in accordance with applicable laws and regulations;

- designing, developing and delivering training and communication materials that provide information to BMS employees on compliance and ethics topics;
- routinely monitoring business unit and staff function area compliance with procedural documents;
- providing a communication channel through which compliance and ethics concerns can be raised by employees (e.g., BMS Compliance and Ethics Helpline, Corporate Ombudsman);
- overseeing the prompt and thorough investigation of reported concerns about business practices or individual misconduct;
- informing senior management and the Board of Directors about compliance and ethics program development and related matters;
- approving or denying employee requests for waivers from the Standards of Business Conduct and Ethics;
- overseeing conflicts of interest matters; and
- advising senior management on the ethical aspects of business decisions.

The Corporate Ombudsman

The Corporate Ombudsman is a neutral and impartial resource who seeks to ensure organizational justice and to find fair and equitable solutions to workplace concerns that cannot be resolved through established channels such as the employee's supervisor or human resources representative.

The Company recognizes that there are times when workplace concerns are best addressed through an alternate channel due to their nature or sensitivity. In these cases, the Corporate Ombudsman is responsible for independently reviewing and assisting in the resolution of the concerns, taking into consideration the rights and obligations of all involved. The Office of the Corporate Ombudsman is not intended to replace or disrupt the important working relationship between an employee and his or her management team.

Conversations with the Corporate Ombudsman are confidential, unless otherwise required by law or to protect public health and safety.

Employees may contact the Corporate Ombudsman through the BMS Compliance & Ethics Helpline or by regular mail at the following address:

Corporate Ombudsman
Bristol-Myers Squibb Company
P.O. Box 4000
Princeton, NJ 08543-4000

The translation of calls, email and letters is available.

Reporting Concerns

Every employee must promptly report concerns about business practices or individual misconduct to at least one of the following:

- the Office of Compliance and Ethics;
- a supervisor;
- an attorney in the Company's Law Department;
- an appropriate management representative; or
- a Human Resources representative.

The types of concerns that must be reported include potential violations of law, unethical behavior, suspicions of fraud, suspicions of bribery or corruption, noncompliance with the Standards of Business Conduct and Ethics, wholesaler inventory level issues or accounting matters.

Any employee who becomes aware of an activity of any other employee that is criminal or potentially criminal, or an activity that may involve someone being in danger, is required to report such activity immediately to the Office of Compliance and Ethics or Corporate Security. Failure to make such a report is a violation of these Standards and may subject an employee to disciplinary action up to and including termination of employment, where permitted by law.

Relevant Policy:
BMS-CP-027, BMS Reporting Potential Compliance Incidents



Compliance and Ethics (continued)

Where permitted by local law, employees can report concerns anonymously and confidentially. Those who choose to identify themselves are assured that BMS will not retaliate in any manner against any employee for reporting a concern in good faith. Confidentiality will be maintained to the extent possible in light of the Office of Compliance and Ethics' responsibility to fully investigate reported concerns about business practices or individual misconduct.

Employees may contact the BMS Compliance and Ethics Helpline as follows:

Email: helpline@bms.com

US: 800-348-5526

International: + 1 212-546-3406

Fax: + 1 609-252-6031

Mail:

Office of Compliance and Ethics
Bristol-Myers Squibb Company
P.O. Box 4000
Princeton, NJ 08543-4000

The translation of calls, email and letters is available.

Treatment of Reported Concerns

Upon receipt of a reported concern, the Office of Compliance and Ethics will determine whether to initiate an investigation to gather necessary information and evaluate the circumstances. Prompt remedial action will be taken, as appropriate. The resolution of investigations will be communicated to persons making reports where possible and appropriate.

Tracking and Retaining Reports and Investigations

The Office of Compliance and Ethics maintains records of all reported concerns that result in investigations, the investigation activities, and the resolution of the investigation. These investigation records are maintained in accordance with our Records Management policy.

Accounting Matters

Any BMS employee or a third party may also report a concern regarding any accounting, internal accounting controls or auditing matters (collectively, "accounting matters") directly to the Audit Committee of the Board of Directors, by sending a letter to:

Chair, Audit Committee
Bristol-Myers Squibb Company
345 Park Avenue
New York, NY 10154-0037

Relevant Policy:
BMS-CP-027, BMS Reporting Potential Compliance Incidents

Compliance and Ethics (continued)

Specific accounting matters that must be reported include:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of BMS;
- fraud or deliberate error in the recording or maintaining of financial records of BMS;
- noncompliance with our Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of BMS; or
- deviation from the full and fair reporting of the financial condition of BMS.

Reports submitted in this manner will be forwarded, unopened, directly to the Chair of the Audit Committee. In order for this reporting process to operate effectively, it is important that reports provide enough detail to allow for a thorough review. Important details include a full description of the matter, an approximate date of the alleged event and the business unit and/or persons involved, if applicable.

For a report that is addressed to the Office of Compliance and Ethics concerning a potential accounting matter, the Office of Compliance and Ethics will (i) determine whether the report actually pertains to an accounting matter and (ii) when possible, acknowledge receipt of the report to the sender. If a report pertains to an accounting matter,



the Chief Compliance and Ethics Officer will so notify the Chair of the Audit Committee, in writing. All reports relating to accounting matters will be investigated under the direction and oversight of the Audit Committee and any other persons the Audit Committee determines are appropriate. Prompt corrective action will be taken, as appropriate, in the judgment of the Audit Committee.

Auditing and Monitoring

Periodically, the Company will audit and monitor compliance with the Standards of Business Conduct and Ethics. Employees must cooperate fully with these reviews and provide truthful and accurate information.

Requests for Waivers

Compliance is everyone's responsibility. It begins with each of us.

While most requirements in the Standards of Business Conduct and Ethics must be followed strictly, some allow for waivers.

Any waiver of the Standards for executive officers of the Company may be made only by the Board of Directors or a Board committee and must be disclosed promptly to the shareholders of our Company.

Employees who are not executive officers and believe they merit a waiver from the Standards should first contact their supervisor. If the supervisor agrees that a waiver is permissible, the supervisor should forward a written request for a waiver to the General Counsel or Chief Compliance and Ethics Officer, as applicable, each of whom has the authority to approve or deny the request.

Disclosure of Status as Ineligible Person

Our Company ensures that its employees conduct themselves in a manner consistent with our values. One way in which we do this is to avoid employing individuals who have committed fraud or other unlawful actions against U.S. government health care programs. Individuals who have engaged in such activities will have been notified that their names appear on one of the exclusion lists maintained by the U.S. government. If you are on one of these exclusion lists, you must immediately notify the Office of Compliance and Ethics.



Relevant Policy:
BMS-CP-063, Disclosure of Status as Ineligible Person

The exclusion lists can be found at www.hhs.gov/oig and www.epls.gov.

CORPORATE POLICIES INDEX

All of the following Corporate Policies are referenced in the Standards of Business Conduct and Ethics:

Policy Number	Policy Title	Policy Number	Policy Title
BMS-CP-001	Non-Discrimination and Anti-Harassment	BMS-CP-027	Reporting Potential Compliance Incidents
BMS-CP-002	Substance Abuse Prevention	BMS-CP-034	Anti-Bribery and Related Matters
BMS-CP-003	Threats and Acts of Violence in the Workplace	BMS-CP-039	Business Expenses
BMS-CP-004	Environment, Health and Safety	BMS-CP-040	Contracts and Similar Transactions
BMS-CP-005	BMS Records Management	BMS-CP-043	Interactions with Healthcare Professionals
BMS-CP-006	Computer System Usage and Information Asset Protection	BMS-CP-044	Reporting Spontaneous Adverse Events and Medical Events for BMS Products
BMS-CP-007	Securities Trading	BMS-CP-048	Political Contributions
BMS-CP-008	Receiving Honoraria for Presentations	BMS-CP-058	Disclosure of Federal Lobbying Activities
BMS-CP-009	Conflicts of Interest	BMS-CP-063	Disclosure of Status as Ineligible Person
BMS-CP-010	Disclosure of Material Information	BMS-CP-064	Sanctioned Countries, Restricted Parties and Anti-boycott
BMS-CP-011	Fair Competition		
BMS-CP-012	Trademarks and Copyrights		
BMS-CP-013	Purchasing		
BMS-CP-014	Quality		
BMS-CP-016	Privacy		
BMS-CP-017	Management of Direct Customer Inventory Levels		

The full text of these policies can be obtained on the policies and procedures web site at policiesandprocedures.bms.com or on the Standards web site at home.bms.com/standards.

A paper copy of any of the Corporate Policies can be obtained by sending an e-mail to standards@bms.com or by sending a written request to:

**Office of Compliance and Ethics
Bristol-Myers Squibb Company
P.O. Box 4000
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