Boehringer Ingelheim USA Corporation and Its Subsidiaries

Code of Conduct and Corporate Integrity

Boehringer Ingelheim Pharmaceuticals, Inc.
Boehringer Ingelheim Vetmedica, Inc.
Boehringer Ingelheim Fremont, Inc.
BIPI US Operations
WHAT IT MEANS TO WORK AT BOEHRINGER INGELHEIM

At Boehringer Ingelheim, we deliver Value through Innovation by living our fundamental principles of Lead & Learn.

We have high expectations for our employees. We require employees at all levels of the organization to take initiative, stay connected, grow together, and achieve outstanding results.

To enable high performance, we provide opportunities for personal growth, a collaborative and inclusive work environment and exceptional employee benefits.

We reward high achievement with recognition, opportunities and competitive pay.

We hold ourselves to the highest standard of excellence and count on each other to go the extra mile in everything we do.
<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Am I taking the initiative?</td>
<td>Am I actively implementing our ethical values in my daily work?</td>
</tr>
<tr>
<td>Are we taking the initiative?</td>
<td>Are we proactively incorporating our core values into our daily business activities? Are we ensuring that these concepts are the foundation of our business plan?</td>
</tr>
<tr>
<td>Are we growing together?</td>
<td>Are we fostering a work environment that is committed to meeting our ethical standards – to performing with integrity?</td>
</tr>
<tr>
<td>Am I growing with others?</td>
<td>Do I strive to contribute positively to my work environment? Do I encourage others to perform with integrity?</td>
</tr>
</tbody>
</table>
Dear Colleagues:

The pharmaceutical industry is a complex and highly regulated environment, and in many ways, compliance is our license to do business. BI is committed to delivering business results both in compliance with the law and in accordance with our high ethical standards. This is what we call “Performance with Integrity.”

For more than 125 years, Boehringer Ingelheim has earned the trust of our patients, customers, employees and communities because of our emphasis on ethics, integrity, common decency and trust. We earn trust every day by performing with integrity in everything we do – in our workplace, in the markets where we compete, in operating our company, and in our interactions with our communities and with the public.

The Code of Conduct is the cornerstone of how we operate at BI. It is designed to ensure that we always act in a way that is honest and ethical. BI’s commitment to ethics and compliance is not only demonstrated by its Code of Conduct, but also by our comprehensive ethics and compliance program. These resources can assist you in making ethical and compliant decisions and performing with integrity at all times.

We each have the opportunity to make our mark on our culture of integrity and trust. We are all empowered to be Ethical Leaders who act in accordance with our Code of Conduct and policies, and who also demonstrate integrity in our everyday work and help others to make choices that enable us to deliver results the right way. The path may not always be clear. The choices may not always be easy. But the Code of Conduct, the principles of Ethical Leadership, and our comprehensive compliance resources will always lead us to performance with integrity. BI’s continued success depends on you – through the decisions you make and the actions you take. I thank you for your continued commitment to Performing with Integrity. It’s an essential part of our success.

Paul Fonteyne
President and Chief Executive Officer
Boehringer Ingelheim USA Corporation
# Table of Contents

**Letter from Our President and CEO**

**Notes About Our Code** ................................................................. 1

**Introduction** .................................................................................. 2

- Making Ethical Decisions ................................................................ 3
- Seeking Guidance and Reporting Violations ................................. 3
- At-Will Employment ........................................................................ 4

**Performing with Integrity in the Workplace** ........................................ 5

- Diversity and Inclusion ................................................................. 5
- Discrimination and Fair Treatment .................................................. 5
- Harassment–Free Workplace ............................................................ 5
- Health, Safety and Environmental Protection ................................. 7
- Employee Data Privacy ................................................................. 7

**Performing with Integrity in the Marketplace** ...................................... 8

- Compliance with Laws .................................................................. 8
- Antitrust and Competitive Practices .................................................. 8
- Product Quality and Safety .............................................................. 9
- U.S. Healthcare Laws .................................................................... 10
- Marketing Integrity ........................................................................ 11
- Importation, Exportation and Interactions with Foreign Governments ................................................. 11
- Third-Party Interactions ............................................................... 12

**Performing with Integrity at BI** .......................................................... 15

- Avoiding Conflicts of Interest ......................................................... 15
- Confidential Information and Intellectual Property ......................... 16
- Use of BI Electronic Communications Equipment and Systems ........ 17
- Insider Trading .............................................................................. 17
- Records Management and Retention ............................................. 17
- Accuracy of Records ..................................................................... 18
- Ethical Research ........................................................................... 18
- Media and Public Relations ........................................................... 19

**Performing with Integrity in our Communities and with the Public** ........ 20

- Political Activity and Contributions .............................................. 20
- Boehringer Ingelheim Cares Foundation ......................................... 21
- Environmental Stewardship ......................................................... 22

**Resources** ...................................................................................... 23
Throughout our Code, Boehringer Ingelheim and its Operating Units (OPUs) are collectively referred to as “BI” or “our Company.”

Laws and regulations are complex and subject to change, and may vary from one site to the next. Company policies may also be subject to change, and may vary by job function. For these reasons, we must take care to familiarize ourselves with the policies, procedures and laws that apply to our particular jobs. If you wish to see the full text of all of our Company policies and procedures, visit MyBI or your local OPU intranet website.

Our Code is designed to communicate our Company’s commitment to complying with all of the laws and regulations that govern the many aspects of our businesses. Not all of the laws, regulations or policies discussed in our Code may apply specifically to your business or site. If you have a question about how any aspect of our Code may apply to your site or daily work, please contact your manager or Corporate Compliance and Ethics.

Policies, Procedures, SOPs and Guidelines
Over the years, our Company has achieved success and established trust with our patients, communities, customers, business partners and employees through Performing with Integrity. At BI, Performing with Integrity means carrying out our Company’s ethical commitments and compliance requirements on a daily basis. As BI employees, we’re all expected to uphold these commitments in all of our business actions and decisions.

Our Code forms the foundation of our ethics and compliance program and shows us how to better Perform with Integrity. It guides us in our day-to-day work by explaining BI’s high ethical standards and our legal responsibilities, as well as by providing concrete guidance for the behaviors expected of us.

Performing with Integrity is everyone’s responsibility, regardless of position, location or level of seniority. This means that, whether you are an officer, director or other employee, you have a responsibility to:

- Take the initiative to educate yourself about the policies and procedures that apply to your work
- Carefully read, understand and comply with our Code, policies and procedures
- Comply with all Federal healthcare requirements, FDA requirements and all other laws and regulations
- Ask questions if you are unsure or need guidance
- Report (and never ignore) any known or suspected violations of our Code, the law, Company policy or procedure, or other legal or regulatory requirements
- Annually acknowledge and certify that you have read, understand and will comply with our Code
- Participate in any required training

Regardless of your position or level at BI, you should lead by example, demonstrate integrity and promote compliance with our Code at all times.

If you are a manager, you have additional responsibilities to:

- Act as a role model by demonstrating a commitment to BI’s culture of ethics, integrity and trust
- Be an approachable, trusted and open resource for colleagues. Accept ideas and concerns in a manner that is respectful of others
- Ensure colleagues have access to the information and training necessary to perform their work in compliance with our Code
- Respond promptly and follow through on any concerns raised
- Be appreciative and supportive to those who raise issues and concerns in an honest manner
- Comply and promote compliance with our Non-Retaliation policy
- Uphold BI’s commitment to compliance by enforcing our Code and implementing appropriate corrective action or discipline for misconduct
- Lead and foster a culture of safety, compliance, quality and respect, where every employee is expected to adhere to all regulatory and company policies, is encouraged to actively share their ideas, and feels free to convey concerns.

BI often works with contractors, subcontractors, agents and other people, and with personnel from BI’s affiliates who are not BI employees, to accomplish its goals, to conduct certain activities and to promote compliance. In keeping with BI’s commitment to Performance with Integrity, BI expects that such parties will adhere to the tenets and principles of the Code and will undertake to comply with the legal and regulatory requirements to which we are subject. In many cases, BI requires such parties to be trained on and to adhere to BI policies and procedures. BI requires such non-BI personnel to comply with, and in some cases to contractually agree to, the Code, relevant BI policies and procedures, and laws and regulations (including Federal healthcare program and FDA requirements) when they are acting on our behalf or assisting us.
in performing certain product and compliance related functions and activities. It is incumbent on all of us to promote compliance by all such third parties, and to communicate our expectations in this regard.

Making Ethical Decisions

There are times when you may be unsure what to do, and there are some issues that may not be immediately apparent or clear. In these situations, ask yourself the following questions to identify and work through the issue:

1. Why is this bothering me? What is it that I’m concerned about? Am I really unsure about what to do, or am I just afraid to do what I know is right?

2. Who else matters? Who else will be affected by the outcomes of any decision I make? Who else should be informed about and/or involved in making the decision?

3. Is it my responsibility? What is my role? What are my obligations? Do I have an opportunity to make a difference?

4. What is the ethical concern? Is there something that may be inconsistent with our Code, policies and procedures, Lead and Learn, or Performing with Integrity?

5. What do others think? Who should I ask for advice and input? Even if others disagree with my judgment, is there something I could learn from them?

6. Am I being true to myself? Would I feel proud to share my decision or actions with my family or have them reported in the newspaper or evening news?

These questions, along with ethics and compliance training provided by BI, will guide you in making ethical decisions. However, you should never feel that you need to make a decision on your own. If you are ever unsure about what to do, or have a sense that something may not be quite right, ask questions and seek guidance from any of the resources listed in the next section, “Seeking Guidance and Reporting Violations.”

Seeking Guidance and Reporting Violations

If you reasonably suspect a potential violation of law, regulation or Company policy, you have a duty to promptly report your concern to any of the following individuals or groups:

• Your manager
• Local management
• Our Ethics and Compliance Department
• Our Legal Department
• Our Human Resources Department
• Our Ethics and Compliance Helpline at (800) 958-9704 or online, available on MyBI and BI’s external website.

For your convenience, these resources are listed and explained in the “Resources” section at the end of our Code. You may choose to report anonymously by contacting the Ethics and Compliance Helpline. The Ethics and Compliance Helpline is available any time by phone or online. Through the Helpline, you can:

• Report concerns or suspected violations
• Seek guidance on ethical issues
• Request clarification on policies

Compliance and Ethics Helpline

Performance with Integrity
BI Compliance and Ethics
The Helpline is managed by a third party. When you contact the Helpline by phone, a representative will listen to your concerns, ask you questions and then review the information with you to ensure it’s accurate. Helpline reports are provided to the Ethics and Compliance Department within one business day. When you contact the Helpline online, available on MyBI and BI’s external website, you will be prompted for specific information relating to your concern. Whether you contact the Helpline by phone or online, you will be assigned a confidential identification number that allows you to retrieve a response or continue to exchange information with the Ethics and Compliance Department.

**Q:** When I call the Ethics and Compliance Helpline, who is on the other end of the phone line?

**A:** The Helpline is managed by a third-party vendor. Trained professionals employed by the vendor answer the calls. They record the information in writing and send a copy to the Ethics and Compliance Department for investigation or response. Helpline operators do not answer questions and are not authorized to make any representations.

**Obligation to Report**

If you are aware of an actual or suspected violation of law, regulation or Company policy, you are required to report it. By bringing potential violations to BI’s attention, you help our Company take action and resolve actual issues. All reported concerns shall be subject to BI’s Non-Retaliation policy.

**Investigations and Corrective Action**

We have a duty to fully cooperate with any investigation when asked. “Full cooperation” means that we are truthful and forthcoming with any information we have. BI encourages full cooperation and reporting of concerns, and prohibits any retribution or retaliation against those who report concerns, and those who cooperate in any investigations or inquiries. BI reviews, evaluates and responds to every concern, question and allegation of wrongdoing, regardless of how it is reported, and seeks to do so in a manner that respects the rights of everyone concerned. Disciplinary action and/or other corrective action will be taken, up to and including termination, whenever warranted. Regardless of whether you report anonymously, both your identity and the fact that a report has been made will be kept confidential to the extent possible while still allowing a thorough investigation. For more information about how the Ethics and Compliance Helpline works, see the Ethics and Compliance Helpline website on MyBI or on your local OPU intranet.

**Non-Retaliation Policy**

We must all be committed to creating an environment where our colleagues can report a suspected violation, participate in the investigation process and engage in any other legally protected activities without fear of retribution or retaliation. That’s why BI has a strict “non-retaliation” policy, which states that no one may retaliate against you for raising an ethical or legal concern or for participating in an investigation of such a concern in good faith. Acting in “good faith” means that you have given all the information you have and have made a sincere report – it doesn’t mean that your report must be validated. Please note that failure to follow this policy may subject you to disciplinary action, up to and including termination. If you feel you or someone else is being retaliated against, report the situation immediately to your manager or any other communication channel identified in BI’s Non-Retaliation Policy or your local OPU policy.

**At-Will Employment**

Employment at BI is “at-will.” This means that, subject to applicable employment laws, nothing contained in our Code and policies should be construed as creating any rights to employment for any specific duration or subject to any particular terms. BI reserves the right to modify, revise or alter any policy, procedure or condition related to employment at its sole discretion and at any time, without notice and without revision of our Code.
Performing with Integrity in the Workplace
The diversity and skill of our people is key to our success. In order to foster a workplace that attracts the best possible candidates and encourages innovation, we must treat each other with courtesy and respect. We conduct ourselves ethically and honestly at all times. This is the foundation of Performing with Integrity in the workplace.

Diversity and Inclusion
Our strength and competitive advantage lie in our diverse workforce. A diverse workforce helps foster fresh thinking and creative problem solving, and therefore enables us to compete more successfully. We value our colleagues for both their similarities and their differences, ensuring the continued presence of unique perspectives at Boehringer Ingelheim. Our vision is to continue to achieve an inclusive, highly diverse, flexible work environment that values and respects each of us. This environment promotes value through innovation, as well as higher levels of productivity and engagement.

Discrimination and Fair Treatment
We are committed to providing a workplace free of discrimination and one where all of our colleagues are treated fairly and with respect. This means we provide equal opportunity to all employees and candidates for employment.

We do not discriminate on the basis of race, religious creed, color, national origin, ancestry, sex, marital status, sexual orientation, age, mental or physical disability, gender identity, veteran status, pregnancy, childbirth or any related medical condition, or any other class or characteristic protected by federal or state law.

Our commitment to fair treatment applies in all phases of the employment process. This includes activities related to recruiting, hiring, promoting, training, compensating and other events. Please refer to BI’s Equal Employment Opportunity Compliance Policy or your local OPU policy for more information.

Harassment-Free Workplace
We are expected to behave professionally and treat each other with respect in the workplace. BI does not tolerate harassment in the workplace or in any other work-related setting, regardless of whether it is physical, visual or verbal. Generally speaking, “harassment” is any form of unwelcome behavior toward another person that has the purpose or effect of creating an intimidating, hostile or offensive work environment, such as unwanted sexual conduct, threats and offensive comments. Regardless of who is involved (whether a manager, colleague, customer, vendor, job applicant, contractor or other third party), harassment is inappropriate and won’t be tolerated. Reference BI’s Sexual/Workplace Harassment Policy or your local OPU policy for more details.
Q: A colleague confides in me that she feels pressured by another colleague to go on a date. She tells me that the overtures are so frequent that she feels uncomfortable even coming to work. She doesn’t report to me. Do I need to take any action?

A: Yes. Though she doesn’t report to you, you still have a responsibility to report a possible violation of Company policy to any of the resources identified in the “Seeking Guidance and Reporting Violations” section of this Code. You should also encourage her to raise her concerns by using any of these resources. Remember that our Company will not tolerate retaliation against anyone who raises a concern or reports a Code violation.

Because it can be difficult for us to discuss and raise harassment concerns, BI provides multiple resources, including anonymous reporting through the Compliance and Ethics Helpline. Remember, you will not face retaliation for making a good faith report of actual or potential violations.
Health, Safety and Environmental Protection

Each of us has a role to play in providing a healthy and safe workplace, complying with all applicable safety laws and protecting our environment. To do so, we must be sure to do all of the following:

- Attend required safety and environmental training programs
- Learn and comply with the rules and practices of our job designed to promote safety and protect the environment
- Use all required safety devices and protective clothing and equipment
- Learn and follow building evacuation instructions and procedures
- Understand how to properly handle any hazardous materials in our work area
- Refrain from all acts and threats of violence
- Be aware of your surroundings
- Follow all rules relating to workplace alcohol and drug use
- Report all safety, health, fire or environmental hazards or suspected releases to management or the Environmental Health and Safety Department

If you are aware of a safety or environmental issue or have a concern, address it immediately even if it’s outside your area of responsibility. Failure to report a safety or environmental issue can expose our Company, and even you, to legal liability.

Employee Data Privacy

As employees, we entrust our personal information to BI and certain of our colleagues. Through our work, we may have access to our colleagues’ personal information, and it is our responsibility to safeguard this information to the best of our ability at all times. We may only access this information when we are authorized to do so, and we may only share it with those who have a legitimate business need to know it.
Performing with Integrity in the Marketplace
Our industry is highly regulated and there are many complex laws that govern our business. Performing with Integrity in the marketplace ensures that we follow not only the letter, but also the spirit, of the law. We do the right thing and put our customers, patients and the safety of our products above all else.

**Compliance with Laws**

BI is committed to complying with all applicable laws and regulations, including those governing the discovery, development, manufacture and sale of pharmaceuticals. These laws and regulations relate to every aspect of our business, including research, development, clinical, manufacturing, marketing, sales and distribution. Depending upon your position, you may also be required to learn about and follow current applicable regulations established for our industry by the PhRMA Code, the Food and Drug Administration and international regulatory agencies, such as those supporting international product registrations.

We must all take our commitment to complying with all laws and regulations governing our industry seriously. Failing to follow these laws may subject us to legal penalties, including fines and imprisonment. They may also result in damage to our Company’s reputation, loss of trust, loss of business and, most importantly, a compromise of patient safety.

**Antitrust and Competitive Practices**

We compete aggressively in the marketplace, but do so honestly, fairly and in accordance with all applicable antitrust and fair competition laws. These laws are designed to promote free and fair competition in the United States and around the world, prohibiting illegal agreements that restrict trade. We fully support and comply with U.S. antitrust laws, which are among the most comprehensive set of laws affecting our business.

We must remember that almost any agreement with a competitor, whether written or verbal, can have consequences resulting in legal action under antitrust laws. When interacting with competitors, proceed with caution and only with the advice of our Legal Department. When, from time to time, we enter into alliances with other organizations, we must be cognizant of fair competition laws.

You should be particularly careful in situations where interactions with competitors are likely to occur. This includes events such as trade shows, conventions, or professional or trade association meetings. Avoid any activity that might create even the impression of conspiring with a competitor. Remember, sometimes even the most innocent conversations or actions can be misinterpreted. It’s best to excuse yourself or immediately terminate a conversation if it turns to the sharing of specific business practices.

In addition, be sure that you only gather competitive business intelligence, such as clinical trial data, in a legal and ethical manner. If you receive unauthorized or confidential competitor information that you suspect may have been disclosed to you inadvertently, do not use or disclose this information. Instead, notify our Legal Department of the situation immediately.
Product Quality and Safety

Our continued success depends on our ability to provide effective products that improve the health of the patients we serve. Customers and patients trust in the quality and safety of our products, and we monitor our products to ensure the level of quality and safety they expect. If you become aware of any real or potential safety concern related to one of our products, you must report it on the day you learn of the event.

Product issues generally fall in one of two areas—adverse events or product complaints.

Adverse Events and Special Situations

In general, an “adverse event” is defined as any untoward medical occurrence, including an exacerbation of a pre-existing condition in a patient or clinical investigation subject who has been administered a pharmaceutical product, regardless of whether there is a causal relationship with the treatment.

An adverse event could occur where there is use of a drug product in professional practice, daily patient usages, during pregnancy, during breastfeeding, and with on and off-label use, and includes such things as drug overdose (whether accidental or intentional), drug withdrawal, or a drug working differently than expected. Each and every one of us has an obligation to report immediately (within 24 hours) after learning of any adverse event as well as any of the following special situations which coincides with exposure to one of our products:

- Pregnancy
- Overdose, abuse, misuse, medication error, off-label use
- Occupational exposure or
- Reports of lack of efficacy (lack of drug effect).

For further information on adverse events please refer to the Adverse Events, Technical Product Complaints, Medical Inquiries and Extraneous Comments policy.

Adverse Event Reporting:

For BIUSA/BIPI Products and other BI Products (not including BI Vetmedica Products)

- Call (800) 542-6257 (Option 4)
- For Non-Field Personnel
  Email: PV_global_casemanagement@boehringer-ingelheim.com

For BI Vetmedica

- Call (866) 638-2226

Q: After a trade show, I ran into a sales representative for a competitor at the bar. We talked about our families over a drink, but then the discussion turned to the market. The sales rep pulled out his company’s price list and showed it to me. He pointed at a pharmaceutical product and said, “If you agree to not sell your version of this drug below this price over the next year, I’ll give you my word that we won’t charge less for ours.” What should I have done?

A: Making even an informal agreement like that described is an antitrust violation and could subject you and our Company to serious consequences. If you find yourself in such a situation, turning down the sales rep’s offer is not enough. You should also end the conversation immediately and report it to our Legal Department right away.

Q: I learned of an adverse event in the field, but the doctor does not want me to report it. She can’t attribute the event 100 percent to our drug. Should I report the event anyway and risk harming my relationship with the doctor?

A: Yes, you must report any adverse event immediately (within 24 hours) after learning of it, regardless of whether the physician wants you to or not and regardless as to the physician’s assessment of causality. This is a matter of patient safety, and we must take all potential events seriously.
Product Complaints
If you receive or personally know about a product complaint, report it as soon as you become aware of it.

Product complaints are categorized as:
• Any change in physical appearance, such as broken capsules, tablets or vials, or discoloration
• Functionality issues with dosing devices, such as:
  - Metered-dose inhalers (MDIs) or a Spiriva® HandiHaler®
  - Failure to deliver the labeled number of doses
  - Adhesion difficulties with transdermal patches
• Product mix-up
• Labeling issue
• Product tampering or adulteration
• Counterfeit product

No matter the type or source of the complaint or the manner in which it is made, BI takes all product complaints seriously and investigates them quickly and thoroughly.

Product Complaint Reporting:
For products marketed under the BI label –
Contact Technical Product Information immediately via phone at (800) 542-6257 or via email at techprod.rdg@boehringer-ingelheim.com
For BI Vetmedica products –
Call (866) 638-2226

U.S. Healthcare Laws
As part of the U.S. healthcare industry, we are regulated by many laws designed to prevent, detect and punish fraud and abuse. This includes such laws and regulations as the Federal Anti-Kickback Statute, Federal Civil False Claims Act (FCA) and Federal False Statements Act.

In general, these laws seek to:
• Prevent false or fraudulent claims in federal healthcare programs, such as Medicare and Medicaid
• Ensure that decisions made by healthcare providers and others about patient treatment, or product prescribing, sale, recommendation, access or use aren’t improperly influenced by personal gain or remuneration of any kind
• Support patients by reducing the cost of healthcare and promoting the quality of healthcare services

As a leading pharmaceutical company, we fully support and comply with these federal laws as part of our commitment to Performing with Integrity. We also comply with all applicable state laws that seek to prevent fraud and abuse in healthcare at the local level.

BI strives to prevent, detect and report violations of U.S. healthcare laws. We must all assist in this effort by reporting any known or suspected violations. Please note that U.S. healthcare laws encourage reporting violations, such as by affording whistleblowers certain protections under the law. For instance, the FCA specifically allows individuals to file “whistleblower” suits if they have evidence of fraud against the government. Covered employers are prohibited from retaliating against an employee based on lawful actions as a whistleblower.

Marketing Integrity
We have a responsibility to ensure that all of our marketing and promotional materials contain a balanced and accurate discussion of the risks and benefits of our products, and comply with all FDA requirements relating to promotion of
pharmaceuticals. This means we will not misrepresent our products, services or prices, or those of our competitors. We must base our sales and marketing material only on facts and documented research, consistent with FDA requirements, and include all legally required information. For more information, please see BI’s Product Promotion Guidance for Field Representatives Policy.

We follow all laws related to reporting product pricing information and comply with all requirements applicable to Federal health care reimbursement programs. Among other things, the way in which state and federal governments reimburse and track the prices of pharmaceuticals requires us to report our pricing information to the government. To ensure compliance in this area, it is Company practice to review and document all pricing and payment arrangements to customers and to appropriately report all discounts, rebates and similar arrangements as required. All employees handling contracting and pricing matters, including price reporting and the determination of rebates and discounts, are obligated to comply with Federal healthcare program requirements, and to require compliance with such requirements by subcontractors and business partners conducting any of those activities on BI’s behalf.

In connection with their marketing of BI products, among other things, company personnel are required to track and distribute drug samples in full compliance with the requirements of the Prescription Drug Marketing Act (PDMA), as well as Company policies regarding the handling, storage and distribution of samples. Accurate documentation regarding distribution of samples is critical. You may not distribute product samples outside of the approved PDMA process and no samples may be offered for sale.

Importation and Exportation

The United States, along with many countries where we operate, has laws controlling the import and export of goods. For example, it is illegal to trade with countries where there is a U.S. embargo, to comply with boycotts not sanctioned by the United States or to trade with certain individuals or organizations outlawed by the U.S. government.

If you are involved in importing or exporting, you need to be aware of the requirements and procedures that apply to your job. Be sure to follow all rules regarding classification, valuation, country of origin markings, documentation, declarations to local government agencies and the obtaining of government licenses.

Anti-Bribery and Anti-Corruption

As part of our commitment to integrity, we may never make, accept or offer any form of bribery or corrupt payment. We abide by the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and all other applicable international laws and regulations that forbid bribery. We must follow these laws wherever we do business, regardless of local law or custom.

This means we may never offer, attempt to offer, authorize or promise any bribe to a government official (which may include any government employee, regardless of title), business representative or any other individual for the purpose of obtaining or retaining business or securing an unfair or improper advantage for the Company. A bribe includes anything of value, including gifts, cash and favors. To prevent violations, unwitting or otherwise, it is essential to conduct due diligence in order to confirm that you are doing business with reputable and qualified third-party partners. As part of conducting due diligence you must make appropriate inquiries about the intentions or activities of third parties who are working on their behalf.

We also may not attempt to circumvent these rules by retaining a third party to engage in prohibited activities on our behalf. For more information, see our Anti-Bribery and Anti-Corruption Policy. If you have any questions about whether a payment or other business transaction violates an anti-bribery anti-corruption law, contact our Legal Department.
**Third-Party Interactions**

While gifts, meals and entertainment are often exchanged as common business courtesies, this activity is highly regulated in the healthcare industry. It’s important to be aware of what is right and wrong when exchanging such courtesies. As a general rule of thumb, don’t accept or offer any gift, meal or entertainment if it will (or even might) be perceived as intended to create any type of obligation or influence.

**Healthcare Providers and Healthcare Organizations**

The rules governing interactions with healthcare providers and healthcare organizations are critical to the way we do business. Healthcare providers (HCPs) and healthcare organizations are people or entities that can influence the prescribing, purchasing, selling or utilization of a prescription drug. Examples include, but are not limited to, physicians, physicians’ assistants, managed care personnel, nurses, nurse practitioners, pharmacists, pharmacy directors, medical associations, laboratory personnel, respiratory therapists or others who influence the use of our products. Essentially, interactions must be professional in nature and intended to provide education that benefits patient care.

We adhere to all applicable federal or state laws, as well as any ethics policies enacted by any institutions, hospitals or managed care organizations related to sales and marketing activities and the provision of items of value. Our **Premium Items Policy, Meals and Medically Relevant Items Offered to Healthcare Providers** and local OPU policies on the provision of items of value to HCPs set out our responsibilities in detail.

BIPI has voluntarily adopted the Pharmaceutical Research and Manufacturers of America (PhRMA) Code on Interactions with Healthcare Professionals. Building ethical relationships with healthcare professionals is critical to BI’s success and our mission of helping patients. By adopting the PhRMA Code, BIPI has publicly reaffirmed its belief that a healthcare professional’s care of patients should be based — and should be perceived as being based — solely on each patient’s medical needs and the healthcare professional’s independent medical knowledge and education.
Here are a few key guidelines:

**Payments:** Payments to HCPs by pharmaceutical manufacturers are highly scrutinized by the government. Disclosure of such payments is required by the government. We therefore must accurately track, report and monitor all fees and compensation paid to HCPs for consulting or other services or advice. We must avoid any and all appearance of inappropriate influence.

Payments must be for legitimate and necessary services which are provided pursuant to a written contract. All such payments must be reasonable in amount and represent fair market value for the services requested. In the case of continuing education programs or professional meetings, payments must be provided to the organizer consistent with BI’s policies, procedures and working instructions.

**Educational Items:** Depending on state laws, we may occasionally provide items of nominal value (no greater than $100) that are designed primarily for the education of patients or healthcare providers (such as wall charts or medical books). However, you may only provide them without obligation and they must have no value personal to the HCP. If an item does not serve an educational purpose, even items of nominal value such as a pen or a coffee mug, may not be provided.

**Meals:** Depending on state laws, we may occasionally provide modest meals in a way that is conducive to sharing educational information. The meal may occur in the place of business (such as a physician’s office or a clinic) or at a modest restaurant that does not appear lavish and is conducive to conducting a business discussion. This means we should not entertain in sports bars or other venues that combine dinner and entertainment. Specific rules apply to where and in what circumstances different customer facing teams may offer meals. Please be sure to familiarize yourself with the requirements pertinent to your function.

**Recording Spend:** In order to meet our transparency and disclosure requirements, we must accurately and timely report the value of all payments, meals and educational items provided to healthcare providers and other covered persons in the appropriate internal systems. We must also report any similar payments or transfers of value to healthcare providers made by our colleagues, customers or vendors on our behalf. This enables us to comply with applicable reporting requirements and provide a more complete picture of our spend activities as a Company.

**Recreation and Entertainment:** Providing recreation and entertainment, including tickets to the theater or a sporting event, sporting equipment, or leisure or vacation trips, is not allowed. This holds true even for HCPs and decision makers in healthcare organizations who serve in speaker or consultative roles with us and for other influencers including managed care decision makers, even if the recreation is secondary to an educational purpose.

---

**Q:** Why must we record our spend to HCPs?

**A:** Federal and state laws and other regulatory requirements require us to accurately record and disclose the value of certain items in an effort to promote transparency into the relationships between prescribers and pharmaceutical companies. These items of value include, among other things, fee-for-service payments provided as part of legitimate consulting or other advisory services, sponsorships, continuing medical education grants, charitable contributions and meals and educational items provided as part of our business activities.

By conducting our business with honesty and integrity and always following our policies and procedures, we maintain compliance with transparency and disclosure reporting requirements and ensure that our relationships with healthcare providers are appropriate. In doing so, we retain public confidence in our Company and enable BI to develop its products to improve the lives of patients.
**Q:** The FDA is conducting a routine inspection of our facilities, and we’re working through lunch. Is it okay to purchase lunch for the inspectors?

**A:** No. Meals are considered “gifts” under government ethics standards. However, you may certainly escort the government employees to a place within your facility where they can purchase refreshments for themselves.

---

**Patients**

The rules set forth in interactions with “Healthcare Providers” can also extend to patients. Such rules, where applicable, make it illegal to provide anything intended to influence a patient to purchase or request a product that is paid for by a federal or state program. This includes programs or initiatives involving Medicare Part D and Medicaid participants, extending to patients and Managed Care decision makers.

**Government Employees**

Giving gifts or gratuities to government employees is an area that is strictly regulated by law. Laws on gifts and gratuities vary by location, so it is important to know the law in the jurisdiction where you work. You must obtain prior approval from management before offering or providing a gift or gratuity to a government employee. Never offer a gift or gratuity that is requested by the government employee. Please note that the rules governing gifts and gratuities for foreign government employees are even stricter than those governing our interactions with U.S. government employees.
Performing with Integrity at Boehringer Ingelheim
Performing with Integrity at Boehringer Ingelheim

We have worked hard to earn the trust and respect of all of our stakeholders. We have accomplished this by operating with high ethical standards as we conduct our business, manage our business records and information, and report on our progress. This is how we Perform with Integrity at BI.

Avoiding Conflicts of Interest

We are committed to upholding BI’s reputation of integrity and trustworthiness by making business decisions with honesty and objectivity. We must therefore be free from any actual or potential conflict of interest. In fact, we must avoid even the appearance of a conflict of interest when dealing with other businesses or individuals on behalf of BI. A “conflict of interest” occurs when our judgment and loyalty are divided between our responsibilities to our Company and to an outside interest, or when we perform a business action for our personal benefit or the benefit of a family member or close friend.

To avoid conflicts of interest, follow these general guidelines:

- Avoid situations that present a conflict between your personal interests and the interests of the Company that would influence, or appear to influence, your objectivity and independent business judgment
- Never accept any gifts of cash or cash equivalents
- If in doubt, ask yourself, “Would a fair person reasonably believe that my actions are motivated by reasons other than my responsibilities to BI?” If the answer is anything but “no,” chances are a conflict of interest exists
- Seek your manager’s advice promptly if you think there is any potential conflict of interest

The best way to avoid a conflict of interest is to deal with our vendors, customers and other business partners in an objective, professional, arms length, and fair manner. If you are presented with a potential conflict of interest, disclose the situation to your manager immediately. If you need further guidance, consult BI’s Avoiding Conflicts of Interest Policy or your local OPU policy.

Situations in which a conflict of interest could potentially arise include:

- Taking advantage of business opportunities for your own personal benefit
- Accepting payments or fees for activities as a condition of doing business
- Accepting expensive gifts or entertainment from people or firms doing business with us
- Conducting Company business with a family member or close friend
- Having a financial interest in a customer, vendor or other industry-related business

Remember, the important thing is to inform your manager any time you are presented with a potential conflict of interest. Many times these issues can be easily resolved through disclosure.

Q: At an offsite meeting, a vendor who has been providing services to BI for several months invites me to lunch. I accept and allow him to pay for the meal. Are my actions okay?

A: Occasional meals and nominal gifts are ordinarily acceptable, so long as they don’t raise a question about your objectivity. Evaluate the setting and cost of the meal, the frequency of the vendor’s invitations, and whether you have other potential business pending with the vendor. When in doubt, err on the side of caution.
Confidential Information and Intellectual Property

We classify information based on its level of sensitivity and potential impact to our Company and our business partners. We must handle information classified as confidential with care. “Confidential” information is that which we are required by law to keep confidential or where unauthorized use or disclosure could harm our Company or its business partners. This includes third-party information that our Company has agreed to handle in a confidential manner. Examples include sensitive business, technical or scientific information; information that is subject to legal restrictions; negotiations with strategic business partners; and information generated in strategic planning.

If you have access to confidential information, you are responsible for managing it carefully and treating it according to BI’s Information Protection and Inventions Policy or your local OPU policy. These policies outline how you should manage confidential information, including its use and storage, labeling requirements and encryption for anything sent over the Internet. Your obligation to abide by applicable information protection policies continues even after your employment with BI ends.

The following guidelines give practical advice for protecting our confidential information:

- Be extremely cautious when discussing or handling confidential information in public places and follow the “information protection principles” found in our Information Governance Manual when handling confidential information.
- When discussing projects or issues with former colleagues, be mindful to avoid disclosing confidential information. If you ever feel they are trying to extract sensitive information, call our Legal Department immediately for assistance.
- Do not discuss confidential Company information in public places, such as airports. Remember, you never know who might be listening. Take care to guard your laptop and other electronic devices from view.
- Never use personal email accounts to exchange Company confidential information.
Use of BI Electronic Communications Equipment and Systems

Our Company has entrusted us with certain tools to help us work more efficiently. These may include computers, personal digital assistants, access to the Internet or BI’s intranet, printers, fax machines, telephones, voicemail or other equipment. These tools belong to our Company, and there are some important rules you must follow when using them:

- You may make limited personal use of this equipment, so long as your use does not interfere with your job or our business activity
- All communications over the Company network are subject to monitoring by our Company without prior notice
- Anything transmitted, received or stored on the Company network or IT equipment is Company property
- Don’t use Company email systems in any manner that violates our Code or any Company policy, including sending or knowingly soliciting receiving offensive, harassing or improper messages containing racial, religious, ethnic, pornographic or vulgar language or depictions

BI’s Electronic Communications Policy contains a comprehensive list of rules for proper usage.

Passwords: User passwords should be random combinations of letters and numbers. Don’t share your password or write it down. Do change your password regularly.

Insider Trading

While working on behalf of BI, we may become aware of material nonpublic information about a publicly traded company, such as one of our vendors. Material nonpublic information (also known as “inside information”) is information about a company that is not known to the general public and that could influence a typical investor’s decision to buy, sell or hold that company’s securities. Buying or selling securities of a company while you possess material nonpublic information (otherwise known as “insider trading”), or sharing that information with someone else who trades on it (otherwise known as “tipping”), is a criminal offense in many countries and is prohibited by Company policy.

Records Management and Retention

It is extremely important that we manage our business records properly. There are many regulatory and legal guidelines that dictate how we should maintain, store and destroy employment, tax and other business records. You are expected to be familiar with the record retention procedures applicable to your department’s activities. These procedures govern all of our records and documents in any format, including electronic, paper and audio, wherever applicable. For more information, please see BI’s Records Management Policy. If you have any questions, consult the Information Management Group. Records Management procedures and requirements may vary at OPU facilities, so check your local intranet or consult with your local OPU Legal Department for details.

In addition, when you know of a legal request for documents or are notified by our Legal Department or Tax Department of a dispute involving information you hold, you may not alter or destroy that information in any way—even if the document retention policy or procedure otherwise requires destruction. We must cooperate fully with all government investigations, as well as internal and external audits.
As a Company, we have also adopted a fourth “R”: Responsibility. Animal welfare is the responsibility of everyone involved in the research and development process. Each of us must take appropriate actions to promote and support the welfare of our laboratory animals. This concerted and united effort is essential to achieve, maintain and constantly improve the highest standards of animal care.

We recognize that humane animal care and effective animal research directly correlate to data integrity and scientific discovery, which form the foundation for developing safe and effective therapeutic options for patients in need.

Accuracy of Records
Our commitment to Performing with Integrity includes our obligation to maintain complete and accurate business records. Our records serve as the basis for managing our business and help us meet our obligations for accurate, timely and understandable disclosures and communications to colleagues, government agencies and the public. We are each responsible for preparing and maintaining documents, reports and other records accurately and honestly and for complying with all relevant Federal healthcare requirements, FDA requirements and all other laws and regulations. Incomplete or inaccurate information damages our reputation, and falsifying or creating misleading information can constitute fraud. If you become aware of any inaccurate or incomplete reports or records, report them immediately.

Ethical Research
We strive to contribute to a better and healthier world by discovering and developing products with high therapeutic value. None of these advances could be achieved without the use of laboratory animals. So long as the use of animals in research is scientifically necessary, we will continue to ensure that we are in full compliance with the Animal Welfare Act and other applicable regulations and standards that uphold the humane care and use of animals.

Our goal is to adopt the industry-recognized principles of the three “R’s” (Replacement, Reduction and Refinement) within our research and development programs. To achieve this, wherever possible we:

- Use non-animal scientific methodologies
- Continue to work to decrease the number of animals used
- Use techniques and procedures that eliminate or minimize the pain or distress of animal subjects
Media and Public Relations

We at BI have worked hard to build a reputation of integrity and trust. The news media and others outside our Company depend on us to provide consistent, accurate and responsible communications. We have processes in place to ensure that we provide timely and accurate information on important business issues to our many constituencies. These include our colleagues, our customers, the media, patients, government agencies, our industry and the general public.

If you receive a request for information from outside our Company, don’t respond. Instead, refer the request to the Public Affairs and Communications team. Only members of the Public Affairs and Communications team, or other authorized spokespersons, are permitted to issue statements to the media and the public.

Q: Our Company has begun a recall of a particular product. Because you have worked extensively on the product, a reporter’s telephone call is referred to you. The reporter asks if he can get some simple background information. Should you talk to him?

A: No. You should refer even simple background questions to the Public Affairs and Communications team. You may not speak to reporters on behalf of our Company, even if the reporter portrays the inquiry as routine.
Performing with Integrity in our Communities and with the Public
We pride ourselves in being responsible corporate citizens. We give back to the communities in which we work and live, support those in need, and act as good stewards of the environment. That's Performing with Integrity in our communities and with the public – a commitment we all share.

**Political Activity and Contributions**

BI respects and supports our right as individuals to participate in political activities. This includes activities such as exercising our right to vote and supporting political candidates, parties and causes with our own time and funds. However, you must ensure that any political activities you undertake are done with your own resources and on your own time. Also, make certain that your personal political activities, such as holding local office, do not give rise to a conflict of interest (or the appearance of one). Consult BI’s [Avoiding Conflicts of Interest Policy](#) or your local OPU policy for more information.

Complex federal and state restrictions govern the types of political contributions companies can make. In fact, corporate political contributions aren’t allowed in some states at all. For this reason, you should never undertake activities to support any candidates or political committees on behalf of BI unless you are a member of BI Government Affairs. This means we may not make political contributions on behalf of our Company or use any Company resources, such as telephones, copying machines, postage meters, stationery, offices or vehicles, to engage in political activities.

**Q:** I am very active in politics in my personal life, and I volunteer for a political foundation. May I use my Company email to urge my friends, family and colleagues to support the foundation?

**A:** No. While BI encourages your personal involvement in political activity, it is not appropriate to use Company email or other resources (including Company-supplied computers and work time) for political activities that are unrelated to Company business.
Boehringer Ingelheim Cares Foundation

The Boehringer Ingelheim Cares Foundation, Inc. improves lives through philanthropic contributions and donations of healthcare products and resources. The work of the Foundation demonstrates our commitment to being a good corporate citizen. It also shows our commitment to continuing to find innovative ways to provide access to our products for those in need. Improving access to healthcare and furthering math and science education for public school children have been the core foci of the Foundation’s philanthropic initiatives since its inception. Some of the initiatives include:

- **AmeriCares Free Clinic:** We are a major supporter of AmeriCares, which provides quality healthcare to uninsured residents in an atmosphere of dignity and respect. Our support includes sponsorship of the Boehringer Ingelheim Free Clinic of Danbury, CT, the Mobile Medical Unit that brings much needed services to home bound people and underserved areas of the community, as well as product donations.

- **Science Education:** We bring the lab to public school children through our sponsorship of a mobile science laboratory with the Connecticut United for Research Excellence (CURE) organization, an educational nonprofit organization. Outfitted with the latest in bioscience equipment and technology, these 40-foot, custom-designed mobile laboratories deliver hands-on bioscience experiments to students throughout Connecticut each year.

- **Patient Assistance Programs:** Our Patient Assistance Program (PAP) provides our brand name prescription drugs free of charge to U.S. citizens and legal residents who meet the eligibility requirements and financial needs criteria. We are continuously working to expand our PAP by introducing new offerings to those in need.

- **Product Donations:** We have built partnerships with a number of domestic and international nonprofit organizations to distribute our prescription drugs and over-the-counter products to those who are less fortunate. We are also active in global organizations dedicated to raising the standards for medical product donations.

- **Charitable Contributions:** BICARES Foundation makes charitable contributions to local 501(c)3 organizations that are aligned with the foundation’s philanthropic mission (e.g., access to healthcare and math and science education) and that meet funding criteria.

- **Employee Volunteerism:** We have a reputation for providing leadership in volunteer community projects and for working side-by-side with neighbors, local businesses, schools and governments to improve the quality of life for the citizens in our communities. We encourage and support this type of activity in all of our locations.
Environmental Stewardship

“In all our activities, we will protect our employees, facilities and the environment from harmful influences, conserve natural resources and promote environmental awareness.”

This statement demonstrates BI’s commitment to ensuring that our business is not only economically viable, but also socially responsible and acting in an ecologically sustainable manner. We have made a firm commitment to safety, quality and environmental protection. We act on core, worldwide corporate principles to uphold this commitment. We continuously work to adapt and improve the way in which we operate, minimizing environmental, safety and health risks and fostering an open and constructive dialogue with organizations and individuals.
Resources
When you have a question or are seeking additional information or guidance on any of the information in our Code, there are many resources available to help you. It’s always a good idea to start with your manager, but if you aren’t comfortable doing so or this option isn’t available to you, you can contact any of the following resources:

- **Local Management:** If you are unable to address your questions/concerns with your manager, reach out to a member of your local management team.
- **Compliance and Ethics Resources:** Local or Corporate Compliance and Ethics resources are available to answer your questions and provide guidance. The Compliance and Ethics website provides additional information, training and links to other resources and the online Helpline.
- **Legal Department:** Your local OPU Legal Department can provide guidance with questions concerning laws, regulations, Company policies and acceptable business practices.
- **Human Resources Department:** Human Resources personnel are available to address many issues and concerns, particularly those involving discrimination, harassment or other interpersonal issues.
- **Ethics and Compliance Helpline:** Contact the Helpline to anonymously report concerns or instances of suspected non-compliance, seek guidance on ethical issues, request clarification on policy-related questions and provide information to the Ethics and Compliance Department. You may either identify yourself or make an anonymous report. You can reach the Ethics and Compliance Helpline by phone at (800) 958-9704 or online, available on MyBI and BI’s external website http://www.boehringer-ingelheim.alertline.com
- **BI Company Policies and Procedures Website:** The Policies and Procedures website provides access to Company policies, procedures, SOPs and guidelines, as well as announcements of new or recently revised policies and procedures.