

Principles of Integrity

The Bristol Myers Squibb Standards of Business Conduct and Ethics

These Principles embody our high standards of ethical behavior and form the basis for our interactions with our employees, patients, customers, shareholders and the global community.





Our Mission

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

Our Vision

To be the world's leading biopharma company that transforms patients' lives through science

Our Values

INTEGRITY

We demonstrate ethics, integrity and quality in everything we do for patients, customers and colleagues

INNOVATION

We pursue disruptive and bold solutions for patients

URGENCY

We move together with speed and quality because patients are waiting

PASSION

Our dedication to learning and excellence helps us to deliver exceptional results

ACCOUNTABILITY

We all own Bristol Myers Squibb's success and strive to be transparent and deliver on our commitments

INCLUSION

We embrace diversity and foster an environment where we can all work together at our full potential

Our Commitment

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.

Dear Colleagues,

At Bristol Myers Squibb, we are firmly committed to uncompromising ethics, compliance and integrity. These values have been central to who we are, what we do, and how we do it since our Company was founded in 1858. The statement, “The Priceless Ingredient of Every Product is the Honor and Integrity of its Maker” is as relevant today as it was in 1921 when the statement first appeared in our print ad.

We are therefore proud to present our *2020 Principles of Integrity: The Bristol Myers Squibb Standards of Business Conduct and Ethics*. In it, you will find an important overview of the ways in which we bring these Principles to life in everything we do, in every part of our Company. These Principles are the building blocks for our Company policies, and they provide a common framework for how we interact with our colleagues, conduct business with our partners and suppliers, and serve our patients and the many communities in which we operate around the world.

Clearly, this is an important document that serves as a useful resource for you and your work. Please read it and refer to it as needed.

If you have any questions or concerns, you can always speak with your supervisor or manager. Additionally, if you would prefer, you could utilize the BMS Integrity Line – our 24-hour telephone- and web-based confidential reporting system, which is available in your local language. It is important to remember that we will not tolerate retaliation against anyone for raising questions or concerns or making a good-faith report of possible improper behavior.

Thank you for your commitment to our Principles and to our continued success.

Giovanni Caforio
*Chairman of the Board
Chief Executive Officer*



Robert Bertolini
*Chairman of the Audit Committee,
Bristol Myers Squibb Board of Directors*



Introduction to the Principles of Integrity

Our *2020 Principles of Integrity: the BMS Standards of Business Conduct and Ethics* (Principles) provide general guidance on conducting business in a compliant and ethical manner. These Principles embody our high standards of ethical behavior and form the basis for our interactions with our employees, patients, customers, shareholders and the global community.

These Principles do not provide a complete explanation of all the laws, regulations, policies and procedures that Bristol Myers Squibb employees must follow. We face many complex situations every day making it difficult to create a set of rules that are comprehensive enough to cover every situation. Our Principles help us decide how to act when no specific rule or guidance is available. When making a decision, it is always a good idea to ask yourself, “What is the right thing to do?” “Does it comply with Company policies and relevant laws?” and “How would it be viewed by the public, the media and the government?” Decisions that are grounded in the Principles and that reflect these additional considerations are more likely to be the right ones.

The Principles apply to all BMS employees, as well as contractors working on behalf of BMS. The Principles are the foundation on which our Policies and other BMS procedural documents are built. Together, they form a significant element of our Compliance Program. Adherence to our Compliance Program is critically important to help ensure that our Company and its employees can operate appropriately and effectively within a complex, competitive and highly-regulated industry.

You are responsible for understanding and following the Principles as well as all BMS procedural documents that apply to your work. If you have any questions about the Principles or any procedural documents, please contact Compliance & Ethics.

Managers of people at BMS have additional responsibilities when it comes to these Principles and our procedural documents. Managers are expected to foster a culture of compliance and lead by example, demonstrating a commitment to our Principles and acting with the highest standards of integrity. Managers also need to be clear about the policies and other procedural documents that specifically affect the activities they manage and ensure that the employees who report to them receive the training they need to do their jobs effectively and appropriately. Managers should make themselves available to respond to questions and to receive reports of potential violations. When managers receive reports of potential violations of law, policy or procedure, they must further report these concerns to Compliance & Ethics. Every BMS leader and manager should encourage regular discussion of these Principles and promote a work environment where consideration of these Principles is a regular part of business decisions.

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The I in Integrity

**I am Giovanni and to me,
Integrity is our commitment
to patients to always do
what is right for them.**

Giovanni Caforio
Chairman of the Board,
Chief Executive Officer

A man and a woman are walking hand-in-hand on a sandy beach. The woman is on the left, wearing a blue long-sleeved shirt and jeans. The man is on the right, wearing a yellow polo shirt and khaki shorts. They are both smiling and looking at each other. In the background, there are buildings and a cloudy sky.

Protecting Our Patients

We work together cooperatively with a unifying objective to keep patients at the center of everything we do. This mindset results in a standard approach to the way we develop, promote, and manufacture our products.

Scientific and Research Integrity

We are committed to scientific excellence in biopharmaceutical research and development to advance innovative, high-quality medicines that address the unmet medical needs of patients with serious diseases. We conduct research and development with uncompromised ethical integrity and consistent with applicable laws, regulations and practice guidelines, including Good Laboratory Practices, Good Clinical Practices and Good Animal Welfare Practices.

Disclosure of Data

BMS holds publication of scientific information in the highest regard and supports authors who take responsibility and accountability for their published work. In the true spirit of science, we are dedicated to sharing our clinical trials information and data with patients, medical/research communities, the media, policymakers and the general public. We do this in a manner that safeguards patient privacy and informed consent, respects the integrity of national regulatory systems and maintains incentives for investment in biomedical research. In addition, Bristol Myers Squibb clinical trial results are available on the National Institutes of Health website at [ClinicalTrials.gov](https://clinicaltrials.gov).

Quality

We are committed to providing products and services that meet or exceed customer expectations and regulatory requirements, and that are perceived by our customers to be of superior value. We are committed to compliance with global health authorities' regulations. We fulfill these commitments by:

- providing the highest quality products and services, and fostering excellence in science and innovation
- ensuring superior design and the continuous, proactive improvement of products and processes
- integrating and aligning quality into strategic business plans
- ensuring appropriate regulatory and technical training that fosters a quality and compliant culture

- striving to use the best available quality tools
- recognizing that we must excel at meeting the needs of our customers
- taking personal responsibility for upholding the highest standards of quality, along with legal and regulatory compliance
- providing leadership that advocates, recognizes and rewards excellence in quality.

We are committed to an effective Quality System and to the governance structure and resources required for its implementation and maintenance throughout the organization.

Safety Monitoring and Reporting

BMS monitors and evaluates safety data associated with our marketed medicines and our investigational drugs in clinical trials. To ensure we meet our worldwide safety reporting requirements, employees must promptly report any adverse events, or other events associated with any of our products, when they become aware of them. Adverse or other events include any unfavorable and unintended sign (including an abnormal laboratory finding, for example), symptom, or disease temporally associated with the use of a medicinal product, whether or not considered related to the medicinal product. Adverse events can be reported by sending an e-mail or by calling the BMS Call Center. Contact details and the definition of Adverse Events and Other Reportable Events can be obtained by accessing the following link: globalbmsmedinfo.com.

Product Surety

Our Company is committed to protecting the integrity of our products and brands from counterfeiting, tampering, theft, or diversion. Employees must promptly report possible instances by notifying Corporate Security and Quality & Compliance representatives, and business unit senior management within 24 hours.

Data Privacy

We respect and diligently focus on the integrity, privacy and appropriate use of the data to which we have access, upholding regulations and laws which may vary by country. 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, health and benefits information. Some of the data may include sensitive information that may pertain to the health of employees, customers, consumers, research subjects, vendors and competitors. We have a Chief Data Officer, a Global Privacy Office and policies to ensure and support the integrity, privacy, protection and appropriate use of data. If you have questions about data integrity and privacy, please contact our Chief Data Officer at dpo@bms.com, Global Privacy Office at global.privacy@bms.com or +1 800 760 7731.

Patient Support Programs

BMS cares about its patients and is committed to providing certain limited services to patients, Healthcare professionals (HCPs) and/or healthcare organizations (HCOs) to support patients in obtaining access to, adhering to, and/or administering medicines. These programs must be conducted with uncompromising integrity. These programs must not be used, offered, or communicated with the intent to gain access to or build relationships with an

HCP or HCO, or be linked to any volume of referrals or business generated, including as a potential inducement or reward for prescribing BMS products. BMS prohibits any activities that may inappropriately influence (or appear to inappropriately influence) HCP/HCO decision-making.

BMS Company Policy
Supporting this Section:
BMS-POL-1 [Protecting Our Patients](#)
<https://purl.bms.com/prl/33825>

The I in Integrity

I am Samit, and to me, Integrity is being transparent and honest with the patients and community we work for every day.

Samit Hirawat, M.D.
Executive Vice President, Chief Medical Officer, Global Drug Development



Protecting Our Employees

We value and respect one another and share in our Mission to discover, develop and deliver innovative medicines that help patients prevail over serious diseases.

Respect for One Another/ Professional Conduct

We will act in accordance with the highest standards of professional conduct and strive to treat everyone with whom we interact with respect and dignity. Regardless of whether we are interacting face-to-face or communicating in writing or via electronic media, we will do so in a professional, respectful manner. Specifically, the use of offensive language, intimidating or hostile words or actions, and similar unprofessional behavior are contrary to these Principles. We reinforce the importance of building strong relationships, creating an inclusive culture and supporting team members to meet shared goals. BMS leaders and managers have a responsibility to foster a positive working environment that enables respect, honesty, integrity, safety and trust.

Employee Privacy

We respect and diligently protect the personal information of our employees to which we have access. We only collect or use employee personal information when we have a legitimate purpose for its use related to administering and managing employment. We have a Global Privacy Office and policies to support the protection of employee personal information in our business operations. If you have questions about the laws concerning privacy, please contact our Global Privacy Office at global.privacy@bms.com or +1 800 760 7731.

Safe Working Environment

We care for and protect the health, safety and well-being of our fellow employees, those who use our products, those who are on Company property or engage in business activities and the public at large. We are each responsible for maintaining a safe working environment, including timely reporting of all workplace accidents, injuries, disease, or conditions that may endanger others. We foster a workplace that is free of illicit drugs and alcohol and are responsible for avoiding excessive alcohol consumption, intoxication or any related unprofessional conduct. Additionally, threatening or violent behavior is not permitted. These concepts apply in the workplace, on Company property, and in any work-related setting outside the workplace, such as during business trips, meetings and business-related social events.



Culture of Inclusion

Our ability to create teams that bring together different geographic, ethnic, cultural, personal and professional backgrounds gives BMS a unique competitive advantage in the marketplace. We take pride in the diversity of our global workforce and will abide by laws that prohibit discrimination everywhere that we do business. We enrich the work experience of our employees by providing them with challenging and meaningful opportunities to develop their careers.

Equal Employment Opportunity: Non-Discrimination/Anti-Harassment

We ensure equal opportunity without discrimination or harassment in the workplace on the basis of gender, race, color, religion, national origin, age, physical or mental disability, pregnancy, citizenship, status as a protected veteran, marital status, sexual orientation, gender identity and expression, genetic information, or any other characteristic protected by applicable laws. We strive to ensure a work environment where no

one is subjected to unwelcome conduct including disturbing or offensive behavior and language or intimidating, hostile or offensive words, images or actions. Such conduct is entirely unacceptable, inconsistent with these Principles and may result in disciplinary action.

Human Rights

BMS supports fully the principles established under the United Nations Universal Declaration of Human Rights (UDHR) which addresses: equality of all human beings; right to life, liberty and security; personal freedom; and economic, social and cultural freedoms. We strive to support and respect the protection of human rights and to avoid complicity in human rights abuses; embrace a diverse and inclusive workforce; and promote the health, safety and equitable and respectful treatment of our employees, without discrimination or harassment.

BMS Company Policy
Supporting this Section:
BMS-POL-2 Protecting Our Employees
<https://purl.bms.com/prl/33911>

The I in Integrity

I am Ann and to me, Integrity is not something that can be taught or given as a gift; it is that internal moral compass that points you in the direction of honesty and truthfulness.

Ann Powell
Executive Vice President,
Chief Human Resources Officer



Reality Check: Sexual Harassment is Unacceptable

The Situation

A female sales representative who had been calling on a physician's office for about one year reported that the male physician had inappropriately touched her and tried to kiss her during a routine sales call. The sales representative also reported that the same physician had tried to kiss her after a business dinner several months earlier, but that she didn't report it because she thought it was an isolated incident. The sales representative was instructed to stop calling on the physician until the matter had been investigated and resolved.

The Outcome

An internal investigation concluded that the physician had behaved inappropriately toward the BMS sales representative. After the investigation was completed, a BMS manager met with the physician to discuss his inappropriate behaviors. The Company also decided not to have any of its sales representatives call on this physician again and informed the physician's practice manager of the incident.

The Learnings

Bristol Myers Squibb 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's workplace, and to others with whom our employees may interact in work-related settings. If the sales representative had reported the first instance of inappropriate conduct, the situation could have been addressed earlier before the physician repeated his actions.



Conducting Our Business

We value Bristol Myers Squibb's good reputation. We act with honesty and integrity in all of our business interactions, inside and outside of our workplace, knowing that these interactions are essential to maintaining our reputation.

Anti-Corruption

BMS forbids bribery, kickbacks or improper payments anywhere in the world even if the refusal to make such a payment may result in BMS losing a business opportunity. We do not offer any improper payments, benefits, or anything of value to influence decisions, obtain or retain business, or otherwise secure any improper advantage. BMS is committed to compliance with international anti-corruption laws and standards such as the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar laws in other countries.

Interactions with Healthcare Professionals

We respect the practice of medicine and we support the integrity of the physician-patient relationship. We interact with healthcare professionals, patient advocacy groups, payers, and others in a way that does not have, or appear to have, an improper influence on their decisions. In the event that our research or business requires that we engage the services of a healthcare professional to serve as an investigator, consultant or speaker, we do so in order to meet a legitimate and appropriate business purpose and only when the terms of the engagement are consistent with applicable legal and BMS policy requirements. We adhere to applicable industry guidelines and other regulations, only offering meals and hospitality in a manner that is

consistent with our Policies and is conducive to educational, clinical or scientific discussions. We collect, report, and disclose payments and other transfers of value made to healthcare professionals where required by law.

Conflicts of Interest

We seek to avoid situations that present conflicts between our personal interests and those of the Company. We understand that even the appearance of a conflict of interest can damage the Company's reputation and our own. Our business decisions will be governed by good judgment and objectivity not by our personal interests. If you are unsure whether a potential conflict of interest exists, seek guidance from management, the Law Department, or Compliance & Ethics.

Outside Employment and Other Outside Personal Activities

Outside employment is strongly discouraged because it can interfere with our job responsibilities or conflict with BMS business interests. Additionally, you should not use BMS's name, information, work time, property, or other resources to perform a second job or to undertake other outside personal activities. You should also consider potential conflicts with BMS business interests before agreeing to serve as a director, officer or other responsible position for an outside business; seeking a political or other government position; or engaging in service with a charitable, civic, religious, educational, public, political or social organization. Where there is even a potential appearance of conflict, seek guidance and approval consistent with BMS policy.

Promotional Activities

We market our products on the basis of quality, efficacy, safety and value. We seek to ensure that our promotional materials help both healthcare

professionals and patients understand the clinical profile of our products, including the benefits and the risks. Our advertising and promotion will be accurate, truthful and consistent with approved product labeling and applicable law. We use only approved promotional materials with healthcare professionals or patients.

Fair Competition

We support an open and competitive marketplace and will compete only on the strength and value of our products. We respect and adhere to fair competition and trade practices laws. This means that we will not discuss or make any improper agreement with our competitors that affects prices, costs, or terms or conditions of sale; that allocates markets or customers; or that unfairly restricts trade or excludes competitors, suppliers or customers from the marketplace. We will not disparage the products of our competitors and we expect our competitors to hold themselves to similarly high standards.

The I in Integrity

I am Adam and to me, Integrity is doing what is right regardless of the circumstance or situation.

Adam Dubow
Senior Vice President,
Chief Compliance & Ethics Officer



Reality Check: Conflict of Interest: Working Two Jobs

The Situation

Employee Relations (ER) received a concern from a manager alleging that one of his employees was also working in a full-time role at another pharmaceutical company. The manager became aware of the potential issue through a colleague who worked at the other pharmaceutical company. In response to the allegation, an investigation was opened.

The Outcome

During the interview with ER, the employee was asked if she recalled signing the Employee Confidential and Noncompetition Agreement when she was hired. At first, she said that she was unable to recall if she had signed these documents. After she was presented with copies of both and was further questioned, the employee confirmed that she had not resigned from her previous employer before starting her role at BMS. She indicated that she understood there was a significant confidentiality risk for both companies and that her dual employment was a conflict of interest. As a result of the investigation findings, she was separated from BMS. In addition, she was separated from the other pharmaceutical company.

The Learnings

It's important that all employees understand that outside employment is strongly discouraged because it can interfere with job responsibilities or conflict with BMS business interests.

International Trade Activities

All BMS businesses must comply with economic sanctions and trade embargoes imposed or approved by the U.S. Government. BMS will not engage in any dealing with a country subject to any U.S. embargoes or trade sanctions without the direct involvement of and prior written approval from the Law Department. Other countries or regional organizations may also impose restrictions on exports or dealings with certain countries, entities, or individuals. We will not engage the services of any healthcare professional who is on a relevant governmental Restricted Parties or Persons list. We will follow all applicable laws, regulations, and restrictions when importing or exporting goods, information, software or technology. We will also abide by applicable anti-boycott laws and will promptly report to authorities any request for BMS to participate in a boycott.

Environment, Health and Safety

We care about the communities where we operate and we conduct our business in an environmentally sustainable manner. We integrate principles of resource conservation, pollution prevention and environmental responsibility into our business processes, facilities, operations and products. We will cooperate with government, industry, educational institutions and the public in support of regulations, research and programs that address areas of environment, health and safety concern. We consider environmental protection, as well as personal and public health and safety, essential parts of our everyday responsibilities.

Political Activity

We are encouraged to participate in the political process as individuals and we may volunteer for political purposes, or not, as we choose. We may not use Company time, property or facilities for personal political activity. The Company also has a government affairs organization that engages in political activity to advance the objective of ensuring that patients have appropriate access to our medications and that government policies support biopharmaceutical research and innovation. We may use Company time, property and facilities to participate in political activities sponsored by our government affairs department. These include educational events, Company grassroots initiatives, and activities sponsored by the BMS Employee Political Advocacy Fund for Innovation (EPAF) which is a U.S.-based, non-partisan, employee political action group that is organized under federal campaign finance laws. Employees may not request reimbursement for any political contribution.

Purchasing and Contracts

We purchase goods and services solely on the basis of quality, safety, price and the value they provide. We expect the third parties with whom we work to share our commitment to integrity and fair dealing. We seek to avoid conflicts of interest in our purchasing decisions for the Company. We work collaboratively with Global Procurement, the Contracts Center of Excellence and the Law Department to ensure that we have appropriate written agreements, such as contracts, statements of work or other documents. These documents protect the Company's interests, follow applicable laws, and are consistent with the Company's values, ethical standards and commitment to integrity.

Corporate Giving

BMS is committed to good citizenship and gives both financial and in-kind support to make a difference in the world we serve. BMS provides Corporate Giving to help patients, to build communities where we live and work, and to advance scientific understanding.

BMS Company Policy
Supporting this Section:
BMS-POL-3
[Conducting Our Business](https://purl.bms.com/prl/33902)
<https://purl.bms.com/prl/33902>

The I in Integrity

I am Kathryn, and to me, Integrity is about being able to talk about BMS and never being embarrassed or ashamed about what we have to say.

Kathryn Metcalfe
Executive Vice President,
Corporate Affairs





Integrity line

For Reporting of Ethical and Legal Concerns

<http://bms.integrity.ethicspoint.com>

You must report any compliance concerns where you believe violations of policies or standards may have occurred related to any topic in the **Principles of Integrity** to any of the following reporting channels:

- a supervisor
- an Employee Relations Specialist or employees' representative
- an appropriate management representative
- an attorney in the Law Department
- Compliance & Ethics
- The BMS Integrity Line (bms.integrity.ethicspoint.com)

Reporting directly to the BMS Integrity Line is the employee's choice and the decision to use this channel will not be punished. Reporting concerns shall not lead to and is not intended to encourage false accusations.

In situations where you prefer to anonymously ask a question or report an issue in confidence, you are encouraged to use the Integrity Line, hosted by NAVEX Global, a third-party hotline provider. The information you provide will be sent to BMS for assessment and resolution.

BMS has a strict policy AGAINST retaliation.

Reports can be made confidentially and anonymously, where local law permits, and without fear of reprisal. Your comments will be heard.

Speak Up!

Data Privacy Restrictions may apply.

Governing Our Organization

We cultivate an environment where our Principles of Integrity are embedded into what we do every day; where compliant and ethical behavior is recognized and valued.

Compliance with Laws and Regulations

We will follow all laws, regulations, and Company policies that govern our work. In many cases, our Principles strive for a higher standard than laws and regulations require. Laws and regulations may vary depending on the country or state in which we work or the BMS business entity for which we work. We comply with the laws in the countries and states in which we work. In addition, because BMS is a public company based in the U.S., some U.S. laws apply to BMS businesses outside of the U.S. We must understand which laws apply to our business activities and we will consult the BMS Law Department when in doubt.

Applying These Principles

We are each responsible for incorporating these Principles into our work and our business decisions. We are expected to understand the procedural documents that impact our own work and to ask our managers or other responsible BMS employees when we have questions. Managers of people at BMS have additional responsibilities when it comes to these Principles and our procedural documents. Managers are expected to foster a culture of compliance and lead by example, demonstrating a commitment to our Principles and acting with the highest standards of integrity. Managers also need to be clear about the policies and other procedural documents that specifically affect the activities

they manage and ensure that the employees who report to them receive the training they need to do their jobs effectively and appropriately. They should make themselves available to respond to questions and to receive reports of potential violations. When managers receive reports of potential violations of law, policy or procedure, they must further report these concerns to Compliance & Ethics. Every BMS leader and manager should encourage regular discussion of these Principles and promote a work environment where consideration of these Principles is a regular part of business decisions.



Reporting Concerns and Getting Help

If you have questions about these Principles or any BMS Procedural Document you should communicate your questions to your manager or another responsible BMS employee. If you have concerns about potential violations of BMS Policies, or about illegal or unethical business conduct or questionable accounting, internal controls, or auditing issues, you can choose any of the following optional reporting channels:

- a supervisor
- an Employee Relations Specialist or employees' representative
- an appropriate management representative
- an attorney in the Law Department
- Compliance & Ethics
- The BMS Integrity Line (bms.integrity.ethicspoint.com)

Reporting directly to the [BMS Integrity Line](#) is the employee's choice and the decision to use this channel will not be punished. Reporting concerns shall not lead to and is not intended to encourage false accusations.

What Happens When Concerns are Raised?

Responsible BMS managers and employees will respond to all requests for advice and will thoughtfully consider all reports of improper behavior. Investigations will be conducted as appropriate. Individuals are expected to cooperate with and to be truthful and forthcoming during the course of any investigation. Any disciplinary measure and corrective action will depend on the specific facts and circumstances. Actions contrary to law, our Principles or other company policies may be grounds for disciplinary action, up to and including termination, subject to local law and the terms of any applicable collective bargaining agreement. Failure to report improper behavior, knowingly making a

false report, or refusing to cooperate with an investigation may also be grounds for disciplinary action.

Corporate Ombudsman

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, employees may contact 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, an Employee Relations specialist, or employees' representative. The Corporate Ombudsman is responsible for independently reviewing and assisting in the resolution of these concerns, taking into consideration the rights and obligations of all involved.

No Tolerance for Retaliation

Open communication is vital to the success of our Company. We are committed to maintaining a work environment where people can ask questions, voice concerns, and make appropriate suggestions regarding business practices. We will not tolerate retaliation against anyone for raising questions or concerns or making a good-faith report of possible improper behavior.

Enterprise Risk Management

BMS identifies, assesses and manages enterprise risks to allow better decision-making concerning risk and supports the achievement of business objectives through a holistic view of BMS operations.

BMS Company Policy
Supporting this Section:

BMS-POL-4

[Governing Our Organization](#)

<https://purl.bms.com/prl/33909>

The I in Integrity

I am Sandy and to me, Integrity is looking in the mirror and feeling proud of the person staring back at you everyday.

Sandra Leung
Executive Vice President,
General Counsel



Applying Internal Controls

We ensure accuracy, quality and appropriate handling and use of BMS information and other assets in everything we do. We act with integrity at all times.

Product Inventory Levels

We will maintain appropriate inventory levels with direct and indirect customers that are reflective of their expected demand or supported by special circumstances. We use reasonable best efforts to implement product inventory management policies and procedures that are consistent with this objective.

Corporate Records

Accurate information is required to make good business decisions. We will create and maintain accurate and complete business records and supporting detail. This includes financial and accounting records, business travel and entertainment expense records, work activity and

time records and other records made on behalf of the Company. We will handle confidential, sensitive and proprietary records with care in accordance with Company policies and procedures. We will retain documents, including electronic records, in accordance with Company policies and any instructions from the BMS Law Department.

Protection of Confidential Information

During the course of our work, we may create or learn confidential information about BMS or BMS business partners, suppliers or customers. To protect the Company's interests, we do not share this sensitive information with anyone inside or outside of BMS

who does not have a legitimate business need to know it. In situations where it is appropriate to share such information, we will obtain appropriate approvals and confidentiality agreements. If you are unsure about the sensitive or proprietary nature of certain information, you will seek advice and guidance from the Law Department. Our obligation to protect confidential information continues during and after employment with BMS.

Protection of Company Assets

We respect and care for all BMS assets and resources and commit to using those assets to further the Company's Mission. We strive to protect BMS assets, including

physical equipment, funds, property, supplies or other items of value. We understand that the theft or destruction of BMS assets is damaging to the Company and prohibited. We will obtain permission before using BMS assets for projects or purposes outside of their normal business use.

Intellectual Property

Business and product innovations are among BMS's most valuable assets. Intellectual property – such as patents, trade secrets, copyrights, trademarks, logos, business processes, research, and customer or supplier lists – provides BMS with a competitive advantage. We share a passion to be innovative, to develop new ideas and new ways to do things, and we must also share in the responsibility to protect BMS's innovation and intellectual property assets. We will protect such intellectual property against loss, theft or other misuse. We also

respect the intellectual property rights of third parties.

Public Disclosure

BMS will provide accurate and timely information about financial, operational and other matters to investors, government agencies and the general public. All reports and documents submitted to the U.S. Securities and Exchange Commission (SEC) or other government agencies, and all public communications, will include fair, accurate, timely, and understandable disclosures that are not misleading. To ensure adherence to this Principle, only specific employees are authorized to make public disclosure of BMS information.

Material Nonpublic Information

We may not disclose confidential or material nonpublic information about BMS or the companies with whom we

The I in Integrity

I am Paul and to me, Integrity is behaving in a way that is fully consistent with personal values.

Paul von Autenried
Executive Vice President,
Chief Information Officer



Reality Check:

Securities Trading: What is Insider Trading?

The Situation

The Corporate Secretary's Office has regular control checks in place to detect potential insider trading issues. One particular review revealed that an employee sold 5,000 shares of BMS stock during a "blackout period." Per BMS-SOP-5k, Securities Trading, "BMS may restrict individuals or groups of individuals from trading in BMS securities during certain periods, known as 'blackout periods,' based on material, nonpublic information." BMS employees subject to a blackout period are informed about their trading restriction via an email notice from the Corporate Secretary's office. The audit findings were reported to the Integrity Line and as a result, an investigation was opened.

The Outcome

The investigation confirmed that the employee had traded 5,000 shares of BMS stock during a blackout period. When questioned by corporate security, the employee was surprised to learn that they had sold shares during a blackout period and stated that they had not done so deliberately. The investigation further revealed that there was no evidence to support that the employee made the trade based on material, nonpublic information about the Company. As a result of the investigation findings, the employee was disciplined.

The Learnings

Insider trading is against the law and absolutely against BMS policy. Anyone who misuses material, nonpublic information, regardless of his or her position in the company or how the information was discovered, can be held liable for insider trading.

The penalties for insider trading can be severe for both the individual(s) and company involved. In addition to receiving internal discipline, an individual can also be subject to criminal charges.

If you have any questions or need help determining whether a transaction or activity is or is not consistent with Company policy, please contact BMS Law Department counsel assigned to your organization. You can also always report concerns through the Integrity Line. Please note that BMS policy prohibits threats or acts of retaliation against people who, in good faith, provide information regarding potential misconduct.

do business to anyone inside or outside the Company who is not authorized to receive it. Material nonpublic information is a type of confidential information (information that has not been made public) that a reasonable investor is likely to consider important in determining whether to buy or sell a corporation's stock. The way in which we handle material nonpublic information is controlled by law and by BMS policy. These rules govern when and how certain information must be disclosed.

Securities Trading

We will not use material nonpublic information about BMS or other companies for personal benefit. We will not trade securities based on such information and we will not provide such information to others. Securities include, but are not limited to, shares of stock, stock units (including performance share units and market share units) stock options, notes and debentures. At times, we may receive confidential information about BMS or other companies with which BMS does business before it is made publicly available. Some of this nonpublic or "inside" information may be material. Employees with knowledge of material nonpublic information about BMS or companies that we do business with should treat the information as highly confidential and should not trade in the stock of BMS or those other companies. This type of material nonpublic information includes:

- internal financial information
- commencement of a new line of business
- development, approval or a lack of approval of a new medicine or technological breakthrough
- consideration of a major transaction, such as an acquisition of another company, a divestiture, a significant license, or a collaboration agreement

- initiation or termination of significant litigation or a government investigation
- any other significant development that could impact the stock price

Information is considered public only if it has been made generally available to investors by BMS and if investors have been allowed a reasonable period to react to the information. This can include information in BMS's SEC filings, in a press release, posted on bms.com or otherwise widely reported in media and confirmed by BMS. Employees will also not engage in any transaction that may profit from short-term speculative swings in the value of BMS securities including "short sales," "put" and "call" options, and other hedging transactions. We will contact the Law Department if we have questions before buying or selling BMS securities.

Information Asset Protection

We use computers, information systems, the internet, e-mail, and an increasing range of mobile devices in virtually every aspect of our business, inside and outside of normal business hours and locations, globally. We hold ourselves responsible and will take appropriate steps to ensure the security of all digital devices and services used in the conduct of BMS business, regardless of the time, location or ownership of the device or service. We understand and respect that the Principles of Integrity fully apply to the use of electronic equipment and the conduct of electronic communications and interactions. We will act thoughtfully, respectfully, professionally, and with full awareness of information confidentiality and security whenever conducting BMS business or making any reference to BMS or BMS information via any electronic medium, including postings on internal and external social media sites.

BMS Company Policy
Supporting this Section:

BMS-POL-5

[Applying Internal Controls](#)

<https://purl.bms.com/prl/33910>

The I in Integrity

**I am Chris and to me,
Integrity is the foundation
of trust – it is an
uncompromising commitment
to doing the right thing.**

Chris Boerner, Ph.D.
Executive Vice President,
Chief Commercial Officer



IMPORTANT CONTACT INFORMATION

Compliance Program

Employees can find additional information through the Compliance & Ethics link on BMS360.

Contacting the BMS Integrity Line

bms.integrity.ethicspoint.com



The BMS Integrity Line is a telephone- and web-based confidential reporting system hosted by Navex Global. Local telephone numbers can be found on the website, bms.integrity.ethicspoint.com, where you can also make a web-based report.

Operators are available 24 hours a day, 7 days a week.

Reports can be made confidentially and anonymously where local law permits and without fear of reprisal. Your comments will be heard.

Data Privacy Restrictions may apply.

Contacting the Corporate Ombudsman

Email: ombudsman@bms.com

Mail: Bristol Myers Squibb Company
P.O. Box 5326
Princeton, NJ 08543-5326, USA

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

Contacting the Global Privacy Office

Email: global.privacy@bms.com
+1 800-760-7731

Reporting an Adverse Event

Reporting Spontaneous Adverse Events: Anyone who works for BMS including employees, contractors, and agents who work on behalf of BMS has a responsibility to recognize and report **Adverse Event*** information to globalbmsmedinfo.com within **24 hours** or immediately during the next business day of becoming aware of the event. Employees without BMS computer access must report the adverse event to management.

*Adverse Events are defined in detail on the [Bristol Myers Squibb Global Medical Information Resource Center](#) website.

Reporting Potential Product Counterfeiting, Tampering, Theft or Diversion

Notify local Corporate Security and Quality Representatives within 24 hours.



Managing Travel, Meetings and Expenses

We are committed to the highest standards of ethical behavior related to business travel and expenses.

We ensure accuracy in the reporting of all business expenses.

Travel and Meetings

BMS conducts meetings and reimburses travel for our employees where there is a legitimate business or scientific need to do so. We have procedures in place to assist our travelers in selecting travel, accommodations and meeting venues that balance cost-effectiveness with the safety of travelers and attendees, as well as efficiency in meeting the business or scientific need of the activity.

Business Expenses

BMS is committed to the highest standards of ethical behavior relating to business expenses. All employees are required to use good judgment and only incur or request reimbursement for reasonable and legitimate business expenses directly related to their scope of responsibilities at BMS. Typical business expenses include, but are not limited to, travel, entertainment, office supplies, postage, shipping and handling, and professional

development. Misusing Company funds or falsifying expense reports or records that are submitted as proof of expenses is prohibited and may lead to disciplinary action, up to and including employment termination, where permitted by local law.

BMS Company Policy
Supporting this Section:

BMS-POL-6 [Managing Travel, Meetings and Expenses](https://purl.bms.com/prl/33219)

<https://purl.bms.com/prl/33219>

Reality Check: Report Your Business Expenses Appropriately

The Situation

A group of BMS employees were traveling together on business and met for dinner in a restaurant near their hotel. The group included a manager and several employees who reported to her. When the bill for dinner arrived, the manager instructed one of the employees to pay the bill with his Corporate card. He responded by pointing out that it is the responsibility of the highest level BMS employee in the group to pay the bill with a Corporate charge card. The manager asked a different employee to pay the bill, who also declined. The third employee that the manager asked agreed to use his Corporate charge card to pay for dinner.

The Outcome

An internal investigation confirmed the allegations that were reported to the BMS Integrity Line. The manager received a Written Warning (formal written discipline that may impact the employee's annual salary increase, bonus, and incentive compensation, and is recorded in the employment file).

The Learnings

It is never appropriate for a manager to have another employee pay for a business expense for the purpose of avoiding the need for the manager's supervisor to review and approve the request for reimbursement. The two employees who declined to pay the dinner bill made the right decision, and the employee who charged it to his Corporate card should have used better judgment.

The I in Integrity

I am David, and to me, anything that costs your Integrity is too costly. It takes a lifetime of good deeds to build a good reputation, and only one bad one to lose it.

David Elkins
Executive Vice President
& Chief Financial Officer



Reporting Spontaneous Adverse Events:

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*Adverse Events are defined in detail on the [Bristol Myers Squibb Global Medical Information Resource Center](https://globalbmsmedinfo.com) website.

COMPANY POLICY INDEX

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

Policy Number	Policy Title
BMS-POL-1	Protecting Our Patients https://purl.bms.com/prl/33825
BMS-POL-2	Protecting Our Employees https://purl.bms.com/prl/33911
BMS-POL-3	Conducting Our Business https://purl.bms.com/prl/33902
BMS-POL-4	Governing Our Organization https://purl.bms.com/prl/33909
BMS-POL-5	Applying Internal Controls https://purl.bms.com/prl/33910
BMS-POL-6	Managing Travel, Meetings and Expenses https://purl.bms.com/prl/33219

Employees can access the full text of these policies on BMS360 or at <https://policies.bms.com>

Summaries of these Policies are available to the general public on bms.com or a paper copy can be obtained by sending an e-mail to complianceandethics@bms.com or a written request to:

Compliance & Ethics

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



“The formula
of every worthy
business is **honor,**
integrity and
trustworthiness.
That is one
formula I
cannot change.”

– E.R. Squibb



E.R. Squibb and Sons -1921

The PRICELESS INGREDIENT

In the city of Bagdad lived Hakeem, the Wise One, and many people went to him for counsel, which he gave to all, asking nothing in return.

There came to him a young man, who said: "Tell me, Wise One, what shall I do to receive the most for that which I spend?"

Hakeem answered, "A thing that is bought or sold has no value unless it contain that which cannot be bought or sold. Look for the Priceless Ingredient."

"But what is this Priceless Ingredient?" asked the young man.

Spoke then the Wise One, "My son, the Priceless Ingredient of every product in the market-place is the Honor and Integrity of him who makes it. Consider his name before you buy."

Three words of this old tale, "The Priceless Ingredient," tell the story of the House of Squibb, revealing the secret of its service and success.

E. R. Squibb & Sons was founded in 1858 by Dr. Edward R. Squibb, a physician and chemist of high principles and ideals. His aim was to set a new and higher standard in chemical and pharmaceutical manufacture, by making products of greater purity than had yet been known.

Within three years the Squibb Laboratories had attained a position of leadership. In 1861 the Government of the United States turned confidently to Squibb for products needed for a million men in our Civil War. The reputation so early

won, the House of Squibb holds inviolate today and values far above profits.

In 1917 the Government again turned confidently to Squibb for products needed for millions of men in the World War, and after the War, conferred upon the House of Squibb the Award for Distinguished Service.

For more than half a century the name Squibb has been recognized as a full guaranty on products made exclusively for the medical profession and used only by the physician and the surgeon.

The name Squibb on HOUSEHOLD PRODUCTS is equally valued as positive assurance of true purity and reliability.

Squibb's Bicarbonate of Soda—exceedingly pure, therefore without bitter taste.

Squibb's Epsom Salt—free from impurities. Preferred also for taste.

Squibb's Sodium Phosphate—a specially purified product, free from arsenic, therefore safe.

Squibb's Cod Liver Oil—selected finest Norwegian. Rich in vitamins.

Squibb's Olive Oil—selected oil from Southern France. (Sold only through druggists.)

Squibb's Sugar of Milk—specially refined for preparing infants' food.

Squibb's Castor Oil—specially refined, bland in taste; dependable.

Squibb's Stearate of Zinc—a soft and protective powder of highest purity.

Squibb's Magnesia Dental Cream—made from Squibb's Milk of Magnesia. Contains no soap or other detrimental substance. Corrects mouth acidity.

Squibb's Talcum Powder—Carnation, Violet, Boudoir, and Unscented.

Squibb's Cold Cream—an exquisite preparation for the care of the skin.

Squibb's Pure Spices—specially selected by laboratory tests for strength and flavor. (Sold through druggists.)

Sold by reliable druggists everywhere, in original sealed packages.

The "Priceless Ingredient" of every product is the honor and integrity of its maker.

SQUIBB





The I in Integrity

As leaders and role models for the organization, sharing personal stories and demonstrating integrity is how we strengthen our culture and help employees put the **'I' in Integrity**.

**I am Joe, and to me,
Integrity is the key
ingredient of our
reputation as science and
medical leaders.**

Joseph Eid, M.D.
Senior Vice President and Head of
Global Medical Affairs



**I am Nadim, and to me,
Integrity is to always
choose and model the path
of honesty, transparency
and sincerity in every
situation.**

Nadim Ahmed
Executive Vice President and
President, Hematology



**I am Rupert, and to me,
Integrity is maintaining
your principles in an
environment where others
are capitulating.**

Rupert Vessey, M.A., B.M.,
B.Ch., F.R.C.P., D.Phil.
Executive Vice President,
Research and Early Development



**I am Bob and to me,
Integrity is being true to
your values and beliefs
no matter the situation.**

Robert Bertolini
Chairman of the Audit
Committee, BMS Board
of Directors



**I am Severine, and to me,
Integrity is doing what
feels right and just, in
small or big decisions, to
honor our responsibility
towards patients.**

Severine LaCourt
Chief of Staff to the Chief
Executive Officer

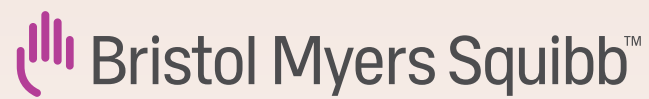


**I am Lou and to me,
Integrity is having the
knowledge, courage and
self-discipline to always do
what is both right and just.**

Louis Schmukler
Executive Vice President and
President, Global Product
Development & Supply



NOTES



430 E. 29th Street, 14th Floor, New York, NY 10016 • 212-546-4000

[bms.com](https://www.bms.com)

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