

Standards of Business Conduct and Ethics for Third Parties

The Standards of Business Conduct and Ethics for Third Parties (3P Standards) apply to all third-party companies with whom BMS has agreements, such as suppliers, distributors, consultants, agents, service providers, joint ventures; and co-promotion, research or licensing partners (Third Parties).

Message from the Chief Compliance and Ethics Officer

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

The Standards of Business Conduct and Ethics for Third Parties (3P Standards) apply to all third-party companies with whom BMS has agreements, such as suppliers, distributors, consultants, agents, service providers, joint ventures, co-promotion and research or licensing partners (Third Parties). BMS recognizes that Third Parties have an important role in BMS's success and BMS strives to conduct business only with Third Parties who share its commitment to the 3P Standards. Therefore, BMS's Third Parties are expected to have processes and/or systems in place to support operating in compliance with all applicable laws, regulations, guidelines and industry codes.

BMS Integrity Line

BMS offers an Integrity Line for employees and Third Parties to report concerns related to potential violations of the 3P Standards or to ask questions about the 3P Standards. Third Parties will be provided anonymity, if requested and to the extent possible in a specific situation, where local law permits. BMS has taken steps to prevent caller identification through phone system technology. Third Parties who choose to identify themselves are assured that BMS will not retaliate in any manner against individuals who make reports in good faith. BMS will review/investigate reported concerns raised by our Third Parties.

To report any concerns, local telephone numbers can be found on the website, bms.integrity.ethicspoint.com, where you can also make a web-based report.

Thank you for your commitment to the 3P Standards.

Adam Dubow
Senior Vice President,
Chief Compliance &
Ethics Officer



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I. COMPLIANCE AND ETHICS

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

1. Anti-Bribery and Corruption

All forms of bribery, corruption, extortion and embezzlement are prohibited. Third Parties should not pay or accept bribes or participate in other illegal inducements in business or government relationships, or through the use of intermediaries. Third Parties should ensure they have adequate systems in place to prevent bribery and comply with applicable laws.

2. Fair Competition and Confidentiality

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

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

3. Marketing and Promotional Practices

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

4. Interactions with Health Care Professionals or Patients

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

5. Pharmaceutical Laws

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



6. Data Privacy and Security

Third Parties should safeguard and make only proper use of confidential information to ensure that company, worker, and patient privacy rights are protected. Third Parties should comply with applicable privacy and data protection laws and ensure the protection, security and lawful use of personal data.

7. Trade

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

8. Animal Welfare

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

9. Voluntary, Prior and Informed Consent

Third Parties should ensure the voluntary, prior and informed consent in writing of any persons who participate as subjects in scientific and medical experimentation, product testing or as donors of tissues, cells, organs and any other body parts for research purposes.

10. Patient Safety and Access to Information

Third Parties should ensure that adequate management systems are in place to minimize the risk of adversely impacting on the rights of patients, including their rights to health and to access information directly.

11. Conflicts of Interest

Third Parties should take reasonable care to avoid and manage conflicts of interest. Third Parties are expected to notify all affected parties if an actual or potential conflict of interest arises.

12. Accuracy of business records

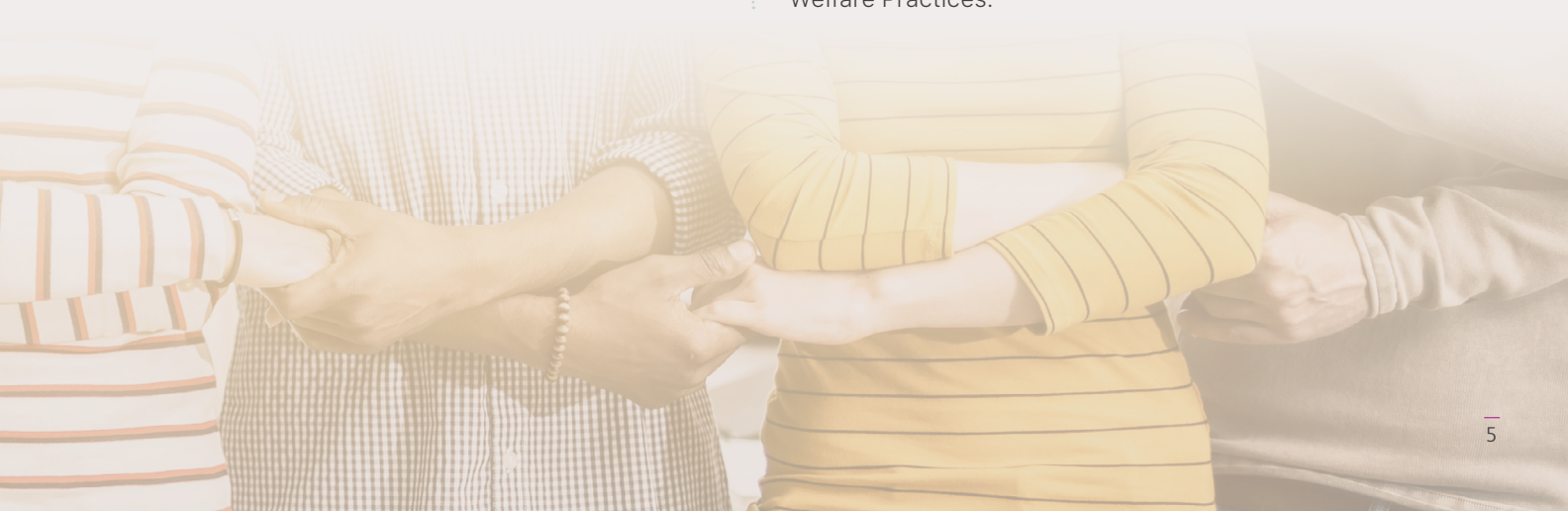
Third Parties should create and maintain accurate and complete business records in accordance with international accounting principles.

13. Intellectual Property

Third Parties should protect intellectual property against loss, theft, or other misuse. Third Parties should also respect the intellectual property rights of other third parties.

14. Scientific and Research Integrity

Third Parties should conduct research and development with uncompromised ethical integrity and consistent with applicable laws, regulations and practice guidelines, including but not limited to Good Laboratory Practices, Good Clinical Practices and Good Animal Welfare Practices.



II. HUMAN RIGHTS AND LABOR

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

1. Voluntary Employment

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

2. Child Labor and Young Workers

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

3. Non-Discrimination and Fair Treatment

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

4. Wages, Benefits and Working Hours

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

5. Freedom of Association

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

III. ENVIRONMENT, HEALTH & SAFETY

A. Environment

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

1. Environmental Authorizations

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

2. Waste and Emissions

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

3. Spills and Releases

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

4. Environmentally Responsible Practices

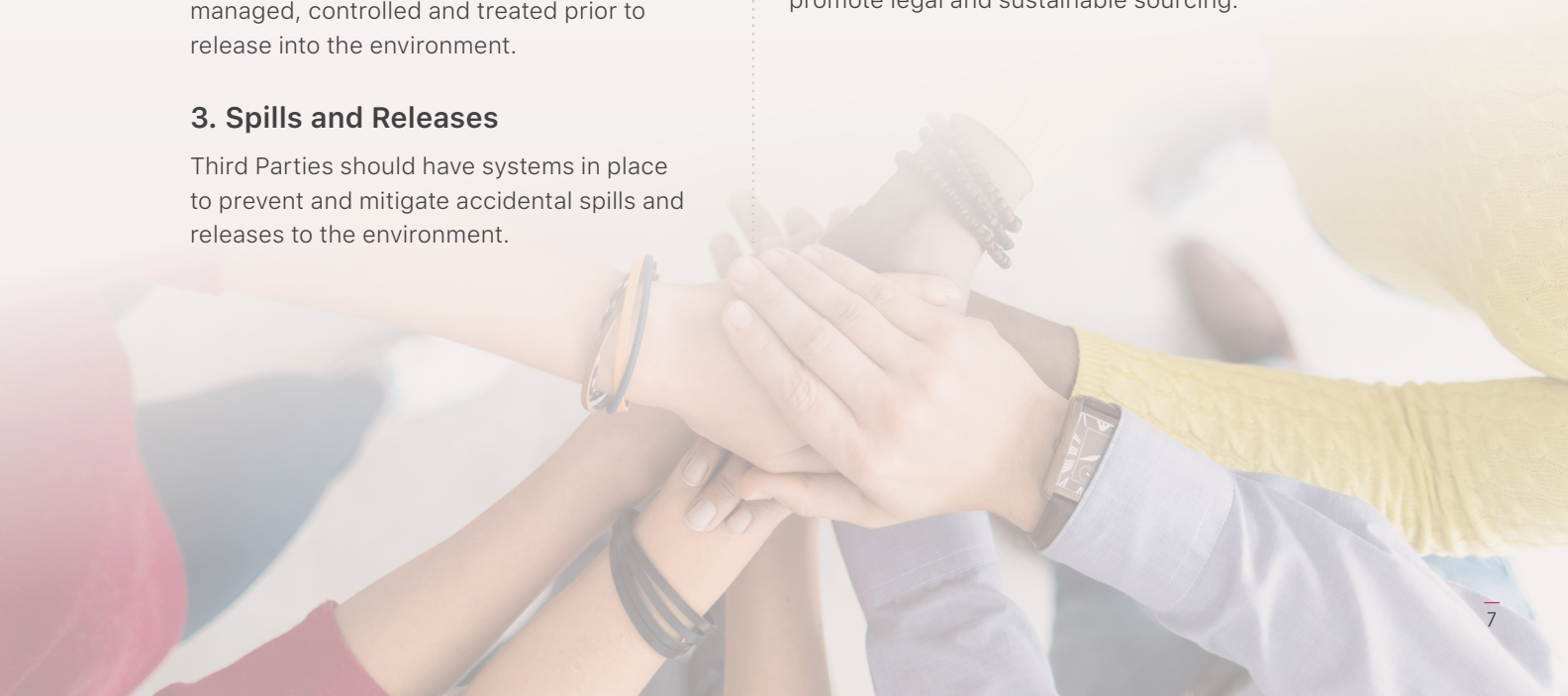
Third Parties should conserve natural resources, avoid the use of hazardous materials where possible, and reuse or recycle appropriate materials.

5. Resource Use

Third Parties should take measures to improve efficiency and reduce the consumption of resources.

6. Sustainable Sourcing and Traceability

Third Parties should carry out due diligence on the source of critical raw materials to promote legal and sustainable sourcing.



III. ENVIRONMENT, HEALTH & SAFETY

B. Health & Safety

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

1. Worker Protection

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

2. Process Safety

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

3. Emergency Preparedness and Response

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

4. Hazard Information

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

IV. MANAGEMENT SYSTEMS

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

1. Commitment and Accountability

Third Parties should demonstrate commitment to the concepts described in these 3P Standards by allocating appropriate resources.

2. Risk Management

Third Parties should have mechanisms to monitor and manage risks in all areas addressed by these 3P Standards.

3. Legal and Customer Requirements

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

4. Reporting Concerns

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

5. Fraud Prevention and Reporting

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

6. Documentation

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

7. Training and Competency

Third Parties should have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address the expectations in these 3P Standards.

8. Continuous Improvement

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

9. Business Continuity

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

10. Communication

Third Parties should have effective systems to communicate these 3P Standards to workers, contractors and suppliers.

V. QUALITY

1. Change Control

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

2. Quality / Delivery Performance

Third Parties should ensure on-time delivery in accordance with BMS requirements. Third Parties should monitor product quality performance and demonstrate continuous improvement measured by decreased internal defects, customer complaints and defects shipped. Third Parties should have the capability to respond in a timely manner to all complaints issued by BMS.

3. Quality System

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

4. Packaging / Labeling

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

VI. DIVERSITY IN BUSINESS RELATIONSHIPS

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

1. Support for Diverse Sources

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

2. Support for Economic Development

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

VII. BMS STANDARDS OF BUSINESS CONDUCT AND ETHICS FOR BMS EMPLOYEES

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

1. Conflicts of Interest

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

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

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





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

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