



# **Code of Conduct**

**June 1, 2008**

**Genzyme Corporation**  
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**Section I: Our Commitment**

Dear Genzyme Employee,

The Code of Conduct expresses the fundamental principles underlying Genzyme Corporation's dedication to high ethical standards in the conduct of its worldwide business. This Code has been created through much hard work and careful consideration on the part of many Genzyme employees at all levels of the organization. I am delighted to recommend this Code to every Genzyme employee as one of the cornerstones on which our global business is founded.

In its efforts to provide products and services to address a broad array of healthcare needs across the world, Genzyme has evolved a nimble, sophisticated, and entrepreneurial structure. No single Code of Conduct can or should attempt to comprehensively address every situation that will confront each of us in our day-to-day activities. Our businesses and the world in which we operate are far too complicated for such an approach.

In recognition of this complexity, Genzyme's Code of Conduct has been integrated into our business units and offices around the world, each of which will continue to be responsible for further developing and "owning" a compliance program tailored to its unique needs, challenges, and regulations. At our central corporate level, we have resources available for subject matter expertise, coordination, performance of periodic reviews, and assistance in developing appropriate policies, procedures, and training. This Code will serve as a core reference to inform all these efforts.

I urge each of you to read the Code thoughtfully and to join with me in a commitment to embodying its principles in the work we do for Genzyme and for the patients we are dedicated to helping. Thank you.

Henri A. Termeer  
President and Chief Executive Officer, Genzyme Corporation

*What if it's impractical to discuss a compliance issue with a supervisor at certain times?*

*If reporting improper conduct to your supervisor is impractical, there are alternatives. Consider discussing your concern with your supervisor's manager or a senior management member of your site, division, or area. You may also call your Business Unit or Functional Area Compliance Officer. Human Resources representatives, the Legal Department, and the Chief Compliance Officer are also available resources. Where allowed by local law, you may contact the Compliance Help line to file an anonymous report related to questionable business practices or financial controls.*

At Genzyme, we share an ongoing **commitment** to conducting our global business according to the highest legal and ethical standards, and to continually pursuing excellence in the development and delivery of all of our products and services. The Genzyme Code formally states our shared commitment, both as a Company and as individuals. The Code is not intended to be an employee handbook. Rather, it serves as the cornerstone of Genzyme's Corporate Compliance Program and underscores Genzyme's long-standing commitment to business and personal integrity.

All Genzyme employees, officers, and directors receive a copy of the Code and are required to participate yearly in an on-line training module to certify that they have read and understood it as part of their annual performance review. If you have questions or need assistance with the Code or related policies and procedures, we strongly encourage you to contact your supervisor, your local area's Compliance Officer, the Chief Compliance Officer, or the Legal Department.

Additionally, you may contact Genzyme's Business Compliance Help Line. The Help Line is a telephone number you can call to make an inquiry (anonymously where allowed by local law) or to file a report related to compliance with legal and ethical business practices. It is designed to address business and financial issues, including questionable accounting, internal controls, or auditing, as opposed to employee relations and human resource matters.

How do we uphold our corporate commitment on a day-to-day basis?

- We respect the laws and operate within the applicable regulations of the places in which we conduct business, as well as our own Company policies and procedures.
- We are honest and treat people with respect and courtesy.
- We constantly strive to make Genzyme a great place to work, and a company respected for the quality of its people and products.
- We act as role models for our fellow employees by acting responsibly, fairly, and honestly in our dealings and exercising sound judgment in performing our jobs.
- We do not face challenging situations alone. Resources to whom we can turn in addressing questions or concerns are always available through supervisors and designated Company officials.

This Code is the cornerstone of our Corporate Compliance Program. Each of us on the worldwide Genzyme team is expected to comply with the spirit as well as with the word of this Code. Since no Code can anticipate every situation, many of the concepts described in this Code are further explained in our corporate policies and procedures, several of which are included on the Corporate

Compliance site on Genie. The broad guidelines of this Code can help us make appropriate decisions and act with confidence and good judgment in performing our jobs.

## **Section II: Internal Business Relationships**

### **Genzyme's Employees**

Genzyme is committed to maintaining the utmost integrity in the work environment. Consistent with this commitment, Genzyme expects its employees to act professionally, treat each other with courtesy and fairness, and respect one another's differences. Being considerate and recognizing the dignity of all people is key to how we work.

Genzyme employees must comply with all local and applicable employment laws, as well as with Genzyme policies addressing workplace conduct. As an affirmative action and equal employment opportunity employer, Genzyme is a leader in recruiting, retaining, developing and effectively managing a diverse workforce. We base hiring, promotional, and performance management decisions on qualifications and job performance. Genzyme's policy is to treat each employee and job applicant without regard to race, color, age, sex, religion, national origin, physical or mental disability, sexual orientation, ancestry, genetic or veteran status, or any other category protected by law. Employees must refrain from acts that are intended to cause, or that do cause, unlawful employment discrimination. Genzyme also accommodates qualified disabled employees and applicants consistent with applicable laws.

Genzyme prohibits harassment in the workplace, including sexual harassment. Consistent with this policy, Genzyme will not tolerate harassment by any of its employees, customers, or other third parties. Harassment includes verbal or physical conduct, which threatens, offends, or belittles any individual because of his or her gender, race, color, age, religion, national origin, physical or mental disability, sexual orientation, ancestry, genetic or veteran status, or any other category protected by law. Retaliation against an employee for alleging a complaint of harassment or discrimination or for participating in an investigation relating to such a complaint will also not be tolerated.

You may wish to review Genzyme's U.S. employment policies on Genie or contact your area's Human Resources Department for a copy of its local policies. Genzyme's Equal Employment Opportunity and Sexual Harassment Policies, as well as other employment policies (such as policies relating to Unsatisfactory Work Performance, Termination, and Preventing Violence in the Workplace) are located in the "Policies" section of the U.S. Human Resources Portal on Genie.

## **Confidential Information and Privacy**

Genzyme holds many types of confidential information that must be carefully safeguarded. All Genzyme employees must take measures to protect our Company's confidential information. Protecting this information is essential to maintaining our position as a leader in the development and distribution of innovative healthcare products and services. Such information should never be disclosed to outsiders without specific Company approval.

What type of Company information is considered confidential? It could be any form of written, electronic, or oral correspondence, or any records or information circulated within the Company or provided to affiliates or clients outside the Company. Some examples include:

- Our Company's own proprietary information
- Strategic business and scientific information
- Information voluntarily entrusted to us by patients and providers
- Clinical research information

We pay particular attention to upholding the privacy of patients. In all we do, from research efforts in our clinical trials to our work with patient organizations, we are committed to assuring that individuals who can benefit from our products and services have full access to them. This is particularly true in our work on ultra-orphan diseases and our commitment to developing therapies that will assist patients afflicted with these life-threatening conditions.

Given the ultra-orphan nature of these diseases, we frequently become aware of highly sensitive medical and personal information about patients and families. Therefore, we need to be particularly diligent and thoughtful when handling this information. While compliance with the law is necessary, it alone is not sufficient. We often hold ourselves to more rigorous standards than the law requires. As a Company, we must be extremely careful about how we acquire patient health information, how we share that information, and the ways in which that information is used. As a Company, we believe that no patient should ever be surprised by what Genzyme knows about him or her, or how that information is shared and used.

If you ever have questions regarding how to handle patient health information or the Company's own confidential information, you should contact the Privacy Officer for your business unit or functional area. All Genzyme employees are required to sign agreements obligating them to maintain the confidentiality of Company information, both while employed with the Company and after their employment has ended.

## **Inside Information**

*What if I encounter a potential conflict of interest situation other than those specified in the Code?*

*No one policy can cover all conflict of interest situations that you may encounter. We expect you to exercise sound judgment and seek assistance from your supervisor, your local area's Compliance Officer, the Chief Compliance Officer or a member of the Legal Department if you are in doubt about any circumstance that may involve a conflict of interest. You may also contact the Compliance Help Line.*

While at Genzyme, you may also come into contact with another form of information that requires special handling and discretion. Inside information is material, non-public information about our Company or another company that, if made public, could affect the price of a company's stock or an individual's decision to buy, sell, or hold a company's stock.

Employees must never use inside information to obtain any type of personal advantage. Specifically, the trading of Genzyme stock by an employee based upon material inside information, or by others who have acquired inside information from the employee, subjects the employee and the user of such information to potentially serious legal risks. Please review Genzyme's Insider Trading Policy on the Investor Relations site on Genie.

## **Regulatory Compliance**

Genzyme recognizes the fact that, as healthcare providers and professionals, we work in a heavily regulated industry. Adherence to regulatory compliance principles and procedures is among our highest priorities.

We at Genzyme have a shared goal of developing and manufacturing innovative products of the highest quality possible. In doing so, we must adhere to certain quality management principles. In accordance with our Quality Control/Quality Assurance functions, Genzyme has developed policies and training programs for maintaining compliance with Good Manufacturing Practices, Good Clinical Practices, and Good Laboratory Practices. Our customers depend on the quality of our products.

Genzyme is also sensitive to the special considerations involved in conducting scientific and clinical research. Therefore, we have further developed policies and procedures to ensure that this research is conducted effectively and legally. This means that our research procedures must abide by applicable regulatory requirements and be conducted with respect for the research participants involved. When structuring any research effort, Genzyme employees should always seek the guidance and input of our Science, Clinical, and Regulatory Affairs Departments. This includes post-marketing studies involving approved products, as well as Investigator-Sponsored Trials.

Pharmacovigilance (PV) is responsible for the safety of Genzyme products, and as such, is responsible for reporting Safety Information to competent authorities globally within a limited timeframe. Safety Information refers to information about Genzyme products that involve known or potential risks to humans, including adverse events, pregnancies, overdose, misadministration, lack of effect, and failure of a product to perform as specified.

It is the responsibility of every Genzyme employee and contractor to report all potential safety information within one business day, even if the details are incomplete or if they are unsure whether the situation represents an adverse event. Please visit the Global BMRA PV portal on Genie for a description of the information that must be reported, as well as the required annual “Mandatory Patient Safety Training.”

Finally, Genzyme is committed to sharing helpful and accurate information on its products. Our advertising and promotional (“ad/prom”) efforts must conform to applicable regulations, including, for example, those governing discussion of off-label uses. To ensure compliance with those rules, we have established processes for review of ad/prom materials. Genzyme employees should only use ad/prom materials that have been approved according to our internal processes. If you have questions about those processes, or about whether something qualifies as ad/prom, you should seek guidance from the Regulatory and Legal Departments.

### **Health, Safety, and Environmental Concerns**

All Genzyme sites and offices are subject to many health, safety, and environmental regulations. Without safe facilities and healthy employees, our Company’s productivity suffers. Sites that handle potentially biohazardous materials must also meet special licensing requirements. Corporate Operations, the Safety Department, and the Legal Department can assist you with these laws, regulations, and licenses.

## **Section III: External Business Relationships**

### **Competitive Practices**

Genzyme is a global corporate citizen, and our business relationships outside the Company are exceptionally broad. Genzyme maintains important relationships with doctors, hospitals and other healthcare professionals, the patients that Genzyme and these professionals serve, and various business associates (suppliers, contractors, consultants, and distributors). Genzyme’s external business relationships involve a combination of skill and experience designed to create partnerships for the benefit of patients. Since patients entrust their healthcare to these partnerships, they must be based on trust and integrity. This means that our business practices must at all times be legal and ethical.

Genzyme welcomes full, free, and fair competition in the healthcare marketplace. Competition reinforces our commitment to developing the best possible products and services for patients and the healthcare providers that serve them, and energizes us to continually refine and improve those products and services. Competition helps us focus on earning the respect and loyalty of our

customers. Although understanding the activities of competitors is obviously important, we should always put customers first. Winning customers is our goal, not beating the competition. While we can and must compete vigorously to win business in the marketplace, we should never seek to “block” competition, nor “destroy” the companies that compete with us. Competition is never a threat. There will be occasions when the actions of competitors will be frustrating, but our response to improper behavior by a competitor must never be to adopt a similar course. Rather, we will take appropriate actions to assure that illegal or unethical activities by competitors are identified and communicated to the appropriate individuals. The Legal Department, the Regulatory Affairs Department, and other groups are prepared to work with anyone in the Company who believes that a competitor has stepped outside the boundaries of fair and honest competition.

The following are some of the laws that are designed to assure fair competition:

*Where can I learn more about Genzyme’s pricing, sampling, and discounting review procedures?*

*Ask your supervisor or contact the Chief Compliance Officer should you have questions about pricing, sampling, and discounting review procedures. Genzyme will periodically review its pricing policies to ensure that regulatory and legal compliance requirements are met. If you are involved in sales and marketing, make sure to keep abreast of changes in these areas.*

### ***Product Information and Pricing***

Genzyme consistently informs the medical profession about the uses, safety, and side effects of our products through package inserts, dissemination of other appropriate educational materials, and in-person presentations by our trained professional service representatives.

It is Genzyme’s policy to provide truthful, balanced, and accurate information in all advertising and promotional materials. Sales and marketing material must be based on facts and documented research, and will include all information required by the regulatory agencies with which we deal. Sales and marketing material should therefore be approved under our standard policies. Genzyme will not sacrifice trust and integrity to make or maintain sales. Our marketing and sales practices will not encourage customers or their representatives to place personal interests above those of their employers and patients. In interactions with customers involving Genzyme products and services, Genzyme sales representatives should focus on clinical need and benefit to patients. Genzyme marketing materials and campaigns should similarly emphasize patient benefit and clinical appropriateness. Please contact your Regulatory Affairs product representative, a member of the Advertising and Promotional Labeling Group, or a member of our Medical Information Department if you have any questions on the promotion of our products or services.

Concerns can also arise in the pricing, sampling, and discounting of Genzyme products. It is inappropriate and often illegal to offer undisclosed discounts to persons and organizations with which we do business. To avoid problems in this area, Genzyme requires appropriate review and documentation of all discounted pricing to its customers. Genzyme will periodically review its

pricing policies to ensure regulatory and legal compliance. Please contact the Regulatory Affairs Department or the Chief Compliance Officer should you have any questions about product pricing, sampling, or discounting.

***Are there any “antitrust-sensitive” situations that I should be aware of?***

*Yes. Trade shows, conventions, patient meetings, and professional meetings present special concerns, as competitors often attend. When attending such events, you should never discuss prices, fees, or other business affairs, even during the social or entertainment portions of such events. If you find yourself involved in antitrust-sensitive situations, you should politely excuse yourself from the conversation as quickly as possible to avoid any appearance of collusion.*

### ***Antitrust***

Generally, antitrust laws enable companies to compete equally for customers. These laws prohibit such behaviors as abuse of power, price-fixing, price discrimination, tying, and boycotts. They also require scrutiny of certain mergers and acquisitions.

Antitrust violations can have serious criminal and civil penalties. Related litigation can be very costly and time-consuming. Genzyme policies and business practices help us avoid anti-competitive conduct. We do not engage in conduct that may create an impression of conspiring with competitors. Genzyme employees should not create or participate in any agreement, plan, or scheme with any competitor regarding prices, pricing policies, fees, or terms and conditions of sale of any product. Trade shows, conventions, patient meetings, and professional meetings present special concerns, as competitors often attend. When attending such events, you should not discuss prices or fees, even during social or entertainment portions.

### ***Financial Interests and Business Relationships***

In general, Genzyme employees, officers and directors must act in the best interests of Genzyme, and avoid any conduct that would compromise, or appear to compromise, the ability of Genzyme to conduct business fairly and in the best interests of the Company, regardless of personal interests. Many laws and regulations affect how we conduct ourselves in our external business relationships. Of particular concern are laws that prohibit or limit the giving and receiving of gifts, payments, and business gratuities. Simply stated, it is against Genzyme policy for a Genzyme employee to offer anything of value to an existing or potential customer that would inappropriately influence that customer to select a Genzyme product. This concern may arise in our relationships with doctors, hospitals, and other health care providers.

Recognizing this concern, Genzyme supports and acknowledges the standards and guidelines established by national industry and professional groups applicable to our relationships with these health care providers. Such standards and guidelines, which may be found on the Corporate Compliance site on Genie, include:

1. PhRMA's "Code on Interactions with Healthcare Professionals"
2. IFPMA's "Code of Pharmaceutical Marketing Practices"
3. EFPIA's "Code on the Promotion of Prescription-Only Medicines to, and Interactions With, Healthcare Professionals"
4. FDA's "Final Guidelines on Industry-Supported Scientific and Educational Activities"
5. AdvaMed's "Code of Ethics on Interactions with Healthcare Professionals"
6. The Accreditation Council for Continuing Medical Education's (ACCME's) "Standards For Commercial Support"

The standards and guidelines above are further supplemented by a number of Genzyme guidelines, which may also be found on the Corporate Compliance site on Genie. These include:

- "Guidelines for Meetings of Health Care Professionals"
- "Investigator-Sponsored Trials"
- "Medical Science Liaisons"

There are similar concerns involving potential conflicts of interest in other external business relationships, such as those with our vendors. Generally, giving or receiving gifts, meals, or entertainment involving our external business relationships should meet all of the following criteria:

- They do not violate applicable law or fail to respect Genzyme policy;
- They do not constitute a bribe, kickback, or other improper payment;
- They have a valid business purpose;
- They are appropriate as to time, place, value (modest; not lavish or extravagant);
- They are infrequent; and
- They do not influence or appear to influence the behavior of the recipient.

## **Compliance Laws and Procedures**

Since Genzyme is headquartered in the United States, there are some specific U.S.-based laws and regulations that are required to be referenced in certain employee publications, such as this Code of Conduct. Federal and state governments have enacted laws to prevent, detect, and punish healthcare fraud and abuse. At the federal level, these laws include:

- The Federal Anti-Kickback Statute (42 U.S.C. §1320a-7(b))
- The Federal Civil False Claims Act (FCA) (31 U.S.C. §§3729-33)
- The Federal False Statements Act (18 U.S.C. §1001)

The above-referenced documents may be found on the Corporate Compliance site on Genie.

Many states have enacted similar laws, including states in which Genzyme operates, such as Massachusetts, Texas, and New Mexico. The federal FCA provides civil penalties of up to US\$11,000 for each false claim submitted to the government. Pharmaceutical sales and marketing activities that might violate the FCA include (but are not limited to) submitting false claims for government payment, fraudulently reporting false pricing information to government agencies, and similar activities. The federal FCA, and some state FCAs, also include provisions under which individual citizens with evidence of fraud against the government may sue on behalf of the government to recover the lost funds. These laws also prohibit retaliation against persons who file whistleblower suits. Genzyme has established comprehensive policies and procedures to prevent, detect, and correct violations of law and Company policy. Genzyme employees, contractors, and agents should report actual or potential violations of law or Company policy. There are several mechanisms to report such issues. First, you may report compliance issues to your supervisor. Second, you may contact the Company's Chief Compliance Officer or anyone in the Legal Department. Third, you may file a confidential report (anonymously where allowed by local law) via Genzyme's Business Compliance Help Line. Employees located outside the U.S. should contact their Country Manager or designated Genzyme in-country counsel for guidance as to their local laws.

## **International Business**

As a global corporate citizen, Genzyme is committed to promoting good international business practices. This includes compliance with foreign laws and regulations, as well as U.S. law governing business practices outside the U.S.

A primary example of a law governing international business practices is the Foreign Corrupt Practices Act. Consistent with this federal U.S. law, Genzyme and its employees are prohibited from making direct or indirect

payments to foreign officials if the purpose of those payments is to obtain business with another company in that country or the foreign government itself. Report any request by a foreign official or intermediary for funds over and above the official fee amount, or required as payment for “special treatment,” to Senior Management, the Chief Compliance Officer and/or the Legal Department for review and analysis.

### **Lawful and Ethical Behavior at All Times**

*What should I do if I find that a U.S. law conflicts with a law in another country in which we operate?*

*In situations such as this, you should not take any decisive actions until you have consulted with the Legal Department.*

Genzyme is fully committed to being a good “corporate citizen” of all the countries where we do business. We have a responsibility to comply with all the laws that affect the conduct of our business. These include laws covering the manufacture of our products, antitrust laws covering the way we compete in our industry, and securities laws covering the way we act as a publicly-traded company. Genzyme obeys laws, whether we agree with them or not. Where we disagree with a law, we may try to change it, but when a law is in effect, we abide by it.

The lawful and ethical behavior of Genzyme and its employees provides the support for the trust and integrity upon which we build our external business relationships. The corporate policies underlying and referenced throughout the Code should be understood and followed by Genzyme employees everywhere in the world. Genzyme strongly believes that it is in the Company’s best interest for its employees to act in this way. Trust and integrity will continue to be the basis for all our corporate relationships.

### **Disclosure Obligations and Business Recordkeeping Procedures**

Genzyme’s business affairs are also subject to certain internal and external disclosure obligations and recordkeeping procedures. As a public company, Genzyme is committed to abiding by our disclosure obligations in a full, fair, accurate, timely, and understandable manner. Only with reliable records and firm disclosure procedures can we make informed and responsible business decisions.

Our Company’s internal control procedures are further regulated by the Sarbanes-Oxley Act (SOX). SOX is a U.S. legislative response to events at public companies involving pervasive breakdowns in corporate ethics and financial reporting. It is designed to rebuild confidence in the capital markets by ensuring that public companies are operated in a transparent and honest manner. Ensuring proper and effective internal controls is among Genzyme’s highest priorities.

We take seriously the reliance our investors place on us to provide accurate and timely information about our business. In support of our disclosure obligations, it is Genzyme's policy to always:

- Comply with generally accepted accounting principles;
- Maintain a system of internal accounting and disclosure controls and procedures that provides management with reasonable assurances that transactions are properly recorded and that material information is made known to management;
- Maintain books and records that accurately and fairly reflect transactions; and
- Prohibit establishment of material undisclosed or unrecorded funds or assets.

As a leader in the healthcare industry, our Company is also subject to local government price reporting requirements. The countries in which we operate generally expect healthcare companies to provide complete and accurate pricing data for their products. Employees involved in government price reporting procedures must know and abide by the laws and regulations that apply to our Company.

### **Global Responsibilities**

Genzyme is often involved in financial relationships with healthcare providers and others as part of our education and research endeavors. Those relationships must be structured in accordance with relevant laws and guidelines. While Genzyme is headquartered in the United States, we are also a company that operates internationally in many nations around the world. Some global laws that affect our businesses include:

- Laws covering the manufacture of our products;
- Antitrust laws covering the way we compete in our industry;
- Securities laws covering the way we act as a publicly-traded company; and
- Healthcare laws covering our interactions with patients and healthcare providers.

## **Section IV: Compliance in Practice**

### **Complaint Resolution Process**

Genzyme urges any employee who has a complaint or who wishes to report an incident regarding compliance with laws and regulations or business process and financial issues, including financial misconduct, questionable accounting, internal controls, or auditing matters, to contact Genzyme's Business Compliance Help Line. You will be able to remain anonymous where allowed by local law. The Help Line is primarily designed to address business and financial issues, including questionable accounting, internal controls, or auditing, rather than employee relations and human resource matters. The Help Line builds on the principles contained within the Code of Conduct and is intended to further reinforce our Company's values and culture, and to ensure that we do everything possible to encourage highly ethical and transparent business practices. Please note that the Help Line is in addition to, and not a replacement for, open and direct communication with your supervisor and other individuals in the organization. Phone numbers and associated access codes for the Help Line can be located on the Corporate Compliance site on Genie.

Genzyme also urges any employees who believe they have experienced harassment or discrimination to immediately address the situation, either with the involved person(s) if feasible, or with the appropriate manager or Human Resources representative. If Genzyme determines that inappropriate conduct has occurred, it will take all appropriate disciplinary actions, including verbal and written warnings, job transfers, or termination of employment.

In addition, the Science Division of Genzyme has a process for responding to allegations of scientific misconduct, which can be located on the Corporate Compliance site on Genie.

## **Section V: Ensuring Compliance**

It is the responsibility of all Genzyme employees, officers, and directors to ensure compliance with applicable laws, regulations, and corporate policies and procedures. This Code is intended to assist you in carrying out your obligations. All new hires will receive a copy of this Code during orientation. In addition to reading this Code, employees are required to take the on-line training module on the Code of Conduct on an annual basis. Compliance with applicable laws and regulations, corporate policies, and adherence to this Code will be a part of each Genzyme employee's annual performance review.

Subject to applicable law, anyone who violates the Code of Conduct may be subject to disciplinary action, up to and including termination of employment. Genzyme will not tolerate harassment of, or threats or other retaliatory acts

toward, employees who in good faith report violations or suspected violations of this Code.

The provisions of this Code may be waived for executive officers and directors only by Genzyme's Board of Directors or by Board Committee designated by the Board of Directors. We will publicly disclose any waiver of this Code that applies to or is granted to an executive officer or director.

The Code of Conduct speaks to Genzyme's core values of compassion, innovation, collaboration, integrity, entrepreneurialism, and drive. The Code is the focal point of Genzyme's overall Corporate Compliance Program, fosters an open relationship between employees and supervisors that is conducive to good business conduct, and – above all – promotes the integrity and good judgment of all Genzyme employees. All of our actions as representatives of Genzyme and as good corporate citizens must embody the spirit of the Code of Conduct. The following list of “Top Ten Points” will summarize the essence of the Code and the behavior we should exhibit in living up to it:

1. Treat patients, physicians, and other healthcare providers with the utmost respect. They are the cornerstone of our efforts.
2. Practice free and fair competition at all times.
3. Practice lawful and ethical behavior, whether conducting business at home or abroad.
4. Treat fellow employees with respect by avoiding and reporting acts of workplace harassment or discrimination.
5. Take measures to protect the confidential information of our Company, patients, and customers.
6. Never use inside information for personal advantage.
7. Abide by Genzyme's internal accounting controls and disclosure procedures at all times.
8. Protect the health and safety of your co-workers, workplace, and the surrounding environment.
9. Avoid conflicts of interest, and report them if they arise.
10. Observe the foreign laws and regulations that apply to our operations abroad.