

Mylan Global Compliance

# Code of business conduct and ethics

## Key concepts and values

### Our mission

As a leading provider of generic and specialty pharmaceuticals, Mylan maintains one of the industry's largest commercial footprints and a network that spans the globe. Operating this network seamlessly – across all of our businesses – is our highest priority. Our scope and depth enable us to offer our customers a comprehensive portfolio of innovative and affordable quality products backed by the industry's highest standards for service, delivery and reliability. Because at Mylan, anything less isn't good enough.

### Our vision

We aspire to relentlessly improve product innovation, customer service and global operational excellence to ensure Mylan's position as one of the world's leading providers of generic and specialty pharmaceuticals. We will continue to address patients' unmet needs and provide them with

access to our products virtually anywhere in the world. Because of this unwavering commitment, we believe we can unlock additional value for patients, customers, shareholders and our employees, without compromising the quality of our products or the integrity of our enterprise, and become the most efficient global generics and specialty pharmaceutical company in the industry.

## Our brand promise

**Certainty:** Mylan offers a unique passion for service and supply reliability across our breadth of offerings and operational footprint.

## Key concepts and values

### Values

Mylan's values support the company's mission and vision, and its brand promise of certainty. Aspirational, relevant and evocative definitions for each value make them uniquely Mylan's.

- Innovation
- Integrity
- Reliability
- Service
- Teamwork



## A letter from Mylan's chief compliance officer

Ethics in business is much more than following the rules. It is leading by example, setting the tone at the top, having the courage to make difficult decisions, demonstrating the right values and creating the right culture in an organization.

The Office of Global Compliance (OGC) continually strives to execute Mylan's compliance strategy, and thanks to your efforts, we have a best in class compliance program that embodies Mylan's values.

As you will see, we have established a solid process to detect and investigate potential violations of compliance. Our Office works closely with Mylan management, Human Relations, Legal, Security and Finance to address and remediate identified issues.

As part of Mylan's compliance strategy, we have created innovative compliance training for employees around the globe.

We all can be proud of what we have accomplished to this point, but we must remain committed to the ongoing development and advancement of our global compliance program. We are all responsible and accountable for our company's reputation and integrity. Thanks to your dedication

and commitment, compliance will remain an intrinsic component of our business strategy, to the benefit of each of us, as well as Mylan's customers, shareholders, the patients who use our products and the communities in which we work.

Regards,

**Brian S. Roman**

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Chief Compliance Officer

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Mylan Global Compliance

# Introduction

# Compliance

Conducting activities consistent with the code, applicable law and policy

Mylan is committed to conducting business in accordance with the highest standards of ethics and integrity and in compliance with applicable laws.

**Q. What does the term compliance mean?**

**A. In general, compliance means conducting our activities ethically and in a manner consistent with the code, law and policy, each as defined herein.**

## 1. Introduction

Mylan is committed to conducting business in accordance with the highest standards of ethics and integrity and in compliance with applicable laws.

The revised Code of Business Conduct and Ethics, effective June 2009 (the code) reflects Mylan's values of innovation, integrity, reliability, service and teamwork. The code applies to Mylan and its direct and indirect affiliates (collectively, Mylan) (see Introduction, Section 2). Affiliates means any entity directly or indirectly controlled by, or under common control with, Mylan. For purposes of this definition, control means:

- (i) in the case of a corporate entity, direct or indirect ownership of more than fifty percent (50%) of the stock or shares having the right to vote (or such lesser percentage which is the maximum allowed to be owned by a foreign corporation in a particular jurisdiction) for the election of directors of such entity; or



Should there be any inconsistency between the code and any policy, the code shall prevail.

- (ii) in the case of an entity that is not a corporate entity, the possession, directly or indirectly, of the power to direct, or cause the direction of, the management or policies of such entity, whether through the ownership of voting securities, by contract or otherwise.

While the code addresses a wide range of business practices and related activities, it does not cover every conceivable issue that may arise. Rather, it sets forth key guiding principles that represent company policies, standards and established conditions for employment at Mylan. If you are unsure about a particular issue or applicable requirements, or as to the right course of conduct, you should consult your management or other subject matter experts including, but not limited to, the OGC and the Legal department.

This code supersedes the Amended Code of Business Conduct and Ethics adopted by the board of directors on April 30, 2007. Regions outside of the U.S. may adopt supplementary codes of conduct to reflect statutory or regulatory requirements or best practices in the region, but only with the prior written approval of the OGC. For purposes of this section, the term regions includes Europe, the Middle East and Africa; Mylan Laboratories Limited and Asia Pacific. Any supplementary code of conduct must conform to the basic standards, values and principles expressed in the code. Should there be any inconsistency between the code and any supplementary code of conduct the code shall prevail.

The code is intended to supplement, not replace, existing Mylan policies (collectively, policy). Mylan has and will continue to use and develop detailed policies and procedures to supplement many of the topics found in the code, as well as to cover areas that are not covered by the code. Mylan personnel are required to comply with all such policies that relate to their area of responsibility. You may find many of these policies online

## Introduction

The code summarizes the standards that must guide every aspect of our business

**Ask yourself:**  
Does it comply with policy?

Does it comply with the code?

Should I consult legal counsel?

at the company's internal Web site; others may be found within business units or departments throughout the company. However, should there be any inconsistency between the code and any policy, the code shall prevail and any such inconsistency should be immediately brought to the attention of the OGC.

You may obtain copies of the code from any of the following:

- Your local compliance officer,
- your local Human Relations department or
- the OGC.

You may also find the code online at:

- MyNet, visit Communities > Global Departments > Compliance, or
- <http://mylan.com>.

### 2. Scope and application of the code of business conduct and ethics

The code applies to Mylan and all of its subsidiaries and affiliates (collectively, affiliates), as well as all of the following (collectively, personnel):

- Members of the board of directors,
- officers,
- employees,
- agents,

- consultants,
- contractors or
- other persons acting on behalf of or representing Mylan, at Mylan's direction.

### 3. Objectives of the code of business conduct and ethics

The objectives of the code are as follows:

- Emphasize Mylan's commitment to ethical practices, a culture of compliance, ethics and compliance with all applicable laws, ordinances, statutes, regulations, government issued guidances and orders (collectively, law), and policy;
- set forth Mylan's basic standards of legal and ethical behavior;
- indicate where and how we can get help and advice in dealing with compliance and ethical issues;
- inform personnel about procedures for reporting known or suspected violations of the code, law or policy;
- assure appropriate resolution of compliance matters;
- detect and prevent violations of the code, law or policy; and
- encourage open communication regarding ethical and compliance-related matters and questions.

### 4. Compliance and ethics

There are two elements of our global compliance program (program). The compliance element mandates compliance with the code, law and policy. However, there may be instances where the code, law or policy is unclear regarding a particular matter, or perhaps the issue has not been addressed. In such situations, the ethics element of our program provides additional guidance as to the proper course of conduct. Ethics require that

## Introduction

The code applies to you

Mylan's commitment to compliance requires that you act ethically when conducting Mylan business.

we always exercise honesty, integrity and accountability in every dimension of our work, even in the absence of specific compliance standards.

When faced with an issue involving ethical considerations, you should ask yourself:

- Does it comply with policy?
- Does it comply with the code?
- Should I consult legal counsel?
- Should I consult the OGC?

If you believe that any activity may violate the code, law or policy, or if you have questions about a particular practice or course of action, do not act until you have asked the experts for advice. Seek guidance from your manager, the OGC, the Legal department, Human Relations or other subject matter experts.

### 5. Mylan's global compliance program

Mylan's standards for ethics and integrity, and our commitment to compliance, are set forth by the board of directors and the company's executive management. The board of directors has designated the chief compliance officer and the OGC to lead the administration of the company's compliance program.

## Our chief compliance officer leads our compliance program.

The program is designed to help ensure compliance with company policies and procedures, applicable laws and regulations, and adherence to ethical standards. The purpose of the program is to help ensure that we all comply with the code and the law in carrying out our job.

### The program consists of:

- **Compliance risk assessment process;**
- **policy review and development;**
- **training and education;**
- **auditing and monitoring procedures;**
- **establishing processes for reporting suspected or actual violations of the code, law or policy;**
- **investigation of non-compliance reports; and**
- **appropriate resolution of reports, including, but not limited to, disciplinary and other remedial action, as appropriate.**

Contact information for the OGC includes the following:

#### **Telephone:**

+1.888.MYLAN04 (toll-free, U.S.)

+1.770.776.5689 (international)

#### **E-mail:**

compliance@mylan.com

#### **Secure fax:**

+1.724.514.1811

## Introduction

**Ethics:** Honesty,  
Integrity,  
Accountability

Take action against  
improper conduct  
by reporting it.

**Mail:**

The Network  
(Attn: Mylan)  
333 Research Court  
Norcross, Ga. 30092 USA

**Compliance Web site:**

From the company's intranet (MyNet) visit  
Communities > Global Departments >  
Compliance, or  
<http://mylan.com>.

### 6. Personnel responsibilities

**a. General responsibilities**

Mylan personnel have important responsibilities with respect to the code. We must:

- Be familiar with applicable laws and policy relating to your function and our code, and follow them at all times;
- adhere to the highest standards of ethics and integrity;
- seek guidance when we have questions; and
- take action against improper conduct by reporting it.

Those who are executives, managers and supervisors at Mylan also must:

- Maintain a work environment that encourages open communication regarding legal or ethical problems and concerns;

At all times, be familiar with and follow all applicable laws and policy relating to your function and our code.

- ensure that all personnel under your supervision receive appropriate training with respect to the code, applicable law and policy;
- be familiar with the resources available to assist in the resolution of legal and ethical questions and concerns; and
- enhance our culture of ethics and compliance through strong ethical leadership at every level.

#### **b. Compliance with the code of business conduct and ethics**

We have the responsibility to ensure that Mylan abides by the law in every country where it conducts business. Adherence to the code, law and policy is mandatory and is a condition of retention, employment or engagement for all personnel.

We must conduct ourselves according to the language and spirit of the code and avoid even the appearance of improper behavior.

#### **c. Reporting potential violations**

If you believe that your conduct or that of any other personnel has or may have violated the code, applicable law or policy, you have an obligation to report the matter. Generally, you should first raise the matter with your immediate supervisor. Your supervisor may provide valuable insights or perspectives and encourage resolution of problems within the appropriate work unit. However, if you are not comfortable bringing up a matter with your immediate supervisor or you do not believe your supervisor has dealt with a matter properly, you also may report the matter to:

- Your local compliance officer,
- your local Human Relations department,
- the Legal department or
- the OGC.

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Seek guidance when you have questions

We must conduct ourselves according to the language and spirit of the code.

Adhere to the highest standards of ethics and integrity.

If for any reason you are not comfortable contacting any of these people directly, you are encouraged to contact the Compliance Line (The Network).

You are not required to identify yourself when making a report. We treat all reports with the same level of seriousness, regardless of whether you identify yourself.

How to contact The Network:

**Telephone:**

+1.888.MYLAN04 (toll-free, U.S.)

+1.770.776.5689 (international)

**E-mail:**

[compliance@mylan.com](mailto:compliance@mylan.com)

**Mail:**

The Network

(Attn: Mylan)

333 Research Court

Norcross, Ga. 30092 USA

If you choose to identify yourself, but request that your name not be disclosed, we will do our best to honor your request. However, if you choose to identify yourself, we cannot promise that your identity will not be disclosed.

Remember, you are not required to identify yourself when making a compliance report.



You should first try to discuss compliance- related issues with your supervisor.

Reports must be made in good faith. Regardless of the correctness of your interpretation of the facts, code, applicable law or policy, as long as your report is made in good faith, it will be treated like any other report. However, the filing of a report you know to be false is in itself a violation of the code.

**d. Notification of receipt of a report**

If you receive a report of a potential violation of the code, law or policy from personnel or from any other source, you must notify the OGC.

**e. Asking questions and seeking information**

If you have any questions about the code or its application, or if you encounter or observe any situations that are not addressed by the code, you are encouraged to contact the OGC or the Legal department for guidance before taking action.

**7. “No retaliation” policy**

Mylan will not tolerate any form of retaliation. If you believe you have been, or are being, subjected to retaliation, contact the OGC.

**8. Discipline**

Mylan, at its sole discretion, may take disciplinary action, up to and including termination of employment, against anyone for violating the code, applicable law or policy.

**9. Amendments**

Mylan reserves the right to unilaterally amend the code or policy in its entirety at any time, without prior notice.

## Introduction

You are not required to identify yourself when making a report

If you choose to identify yourself, we cannot promise that your identity will not be disclosed.

If you believe that your conduct or that of any other individual has or may have violated the code, law or policy, you have an obligation to report the matter.

### 10. Certification

Every director, officer and employee of Mylan must certify that he or she has read the code and that he or she, to the best of his or her knowledge and belief, understands, has complied with and will continue to comply with the code, law and policy. The OGC will provide the procedure for such certification and may require a similar certification upon the approval and adoption of amendments to the code. If you have any issue with making the certification required above, contact:

- Your manager,
- your local Human Relations representative,
- your local compliance officer or
- the OGC.

In addition, agents and contractors working on behalf of Mylan are expected to abide by the principles.

Mylan Global Compliance

# Internal operations

## Internal operations

Mylan is an Equal Opportunity/Affirmative Action Employer

Mylan is committed to facilitating a healthy and productive work environment.

### 1. The employment relationship

#### a. Fellow personnel

Mylan strives to create a work environment that is productive, healthy, safe and free from discrimination and harassment.

#### b. Drugs and alcohol

Mylan is committed to facilitating a healthy and productive work environment. Therefore, Mylan prohibits the use or possession of illegal drugs or narcotic substances, or being under the influence of alcohol while performing Mylan work duties. Additionally, personnel must never work while impaired for any reason, including impairment caused by the use of legal or illegal drugs, narcotic substances or alcohol. Mylan reserves the right to test applicants and current employees and contractors for illegal drugs, alcohol, and misuse or abuse of prescription drugs.

#### c. Harassment and discrimination

Mylan is an Equal Opportunity employer as a matter of law, ethics and good business practice.

We are committed to sustaining a workplace environment that is free from harassment and other forms of employment discrimination. Harassment includes sexual harassment and other forms of behavior that are degrading, embarrassing or hostile.

You are required to record and report all data and information accurately and honestly.

Sexual harassment includes, but is not limited to, unwelcome sexual advances, requests or demands for sexual favors and other verbal, visual or physical conduct of a sexual nature.

Harassment based on other personal characteristics or traits also is prohibited. Mylan prohibits verbal, visual or physical conduct that degrades, embarrasses or demonstrates hostility toward any person, including that which is based on such person's:

- Age,
- race,
- color,
- religion,
- sex,
- sexual orientation,
- national origin,
- citizenship,
- marital status,
- mental or physical disability or handicap,
- veteran status or
- any other characteristic protected by law.

#### **d. Safety**

We have an obligation to conduct ourselves in a safe and responsible manner so as not to harm others or ourselves. Similarly, we must take responsible steps to ensure that work conducted under our supervision is performed safely. No one is to possess firearms or other weapons on Mylan property without the prior written approval of the chief compliance

## Internal operations

Mylan maintains a zero-tolerance policy regarding harassment

The use or possession of illegal drugs or narcotic substances, or being under the influence of alcohol while performing Mylan work duties is prohibited.

officer and the general counsel. Such approval shall be limited to Security department personnel.

### **e. Employment**

Nothing in this code provides or shall be construed as providing any legally enforceable or other promise of employment or continued employment. Unless explicitly stated otherwise in a formal written agreement, and signed by an authorized company representative, all personnel who are employees of Mylan are employed on an at-will basis. As such, Mylan may terminate the employment relationship at any time, with or without cause. This code is not, and shall not be construed as, a contract of employment or any other assurance of continued employment.

## **2. Records**

### **a. Books and records**

Proper records management is essential both to our ability to operate efficiently and to comply with legal requirements.

We are required to record and report all data and information accurately and honestly.

This applies both to everyday documents and to less routine documents. Such documents include, but are not limited to:

## Mylan's financial records must comply with generally accepted accounting principles.

- Time cards,
- expense reports,
- test reports,
- manufacturing records,
- accounting entries,
- cost estimates and
- contract proposals.

If you prepare such records, or represent or certify to the accuracy of the information contained in such records, you must be diligent in assuring their accuracy and integrity.

### **i. Financial records**

We must comply with all established internal controls at all times. We must accurately enter all assets, liabilities, revenues and expenses of Mylan in the company's regular books, records and other standard financial documents. These books, records and documents also must accurately reflect and properly describe the transactions they record. For example:

- No undisclosed or unrecorded fund, asset, liability or account of Mylan may be established for any purpose.
- No false or artificial entries may be made in the books, records or accounts of Mylan for any reason, and we must not engage in any arrangement that results in erroneous entries.
- No payment on behalf of Mylan may be approved or made with the intention or understanding that any part of it is to be used for any purpose other than that which is described by the supporting documents and in the legitimate interests of Mylan.

## Internal operations

You must ensure that all work conducted under your supervision is performed safely

Unless explicitly stated otherwise, in a formal written agreement and signed by an authorized company representative, all personnel who are employees of Mylan are employed on an at-will basis.

### **ii. Public disclosures**

Mylan is committed to making full, accurate, timely and understandable disclosures in all public reports and filings made pursuant to law or regulations in any jurisdiction in which Mylan does business. We are responsible for ensuring that information which will or may be part of a financial statement or related filing is accurate, complete and meets all legal requirements.

### **iii. Statements and claims to government officials and entities**

A variety of laws, both civil and criminal, apply to those who make false statements or false claims to government officials and entities. There can be severe civil and criminal penalties, both for you personally and for Mylan, if you violate these laws. Among other things:

- You must not submit or concur in the submission of any claim, bid, proposal or related documents that contain false or fictitious information.
- Personnel responsible for pricing products must comply with applicable government procurement regulations or customer requirements.



A variety of laws, both civil and criminal, apply to those who make false statements or false claims to the U.S. government.

- Pricing, sales, rebate and other information submitted to government agencies must be accurate and complete.

### 3. Product quality

We are committed to maintaining the highest standards of product quality and safety. Our careful attention to product quality has a direct and substantial effect on our reputation and performance, and allows us to meet or exceed our customers' expectations, as well as the expectations of those who rely on our products. We must never compromise on quality.

We must always properly perform all required and approved testing to meet our regulatory requirements, and the documentation in support of that testing must be accurate and complete. There must be no unauthorized changes in the testing requirements or false or inaccurate documentation concerning testing or manufacturing.

### 4. Company assets

#### a. General

Mylan assets include both physical assets, such as computer systems, equipment and facilities, as well as knowledge-based assets, such as trade secrets, intellectual property and other proprietary information.

Our ability to meet business objectives is adversely affected by the loss, theft, misuse or damage of company assets. We are responsible for the appropriate use and protection of assets provided to us in the course of our work.

#### b. Protection of assets

##### i. Proprietary information, intellectual property and trade secrets

We are responsible for protecting Mylan's proprietary information, intellectual property and trade secrets, and those that are entrusted to Mylan by others. Proprietary information is information that we learn or

## Internal operations

Mylan is committed to maintaining superior product quality and safety

Our careful attention to product quality has a direct and substantial effect on our reputation and performance.

develop as part of our work and which is not otherwise publicly available. Such information may include, but is not limited to, strategic plans, financial plans, business plans, commercial and regulatory strategies, legal strategies, research and development, marketing, manufacturing and financial information. Other valuable, confidential information may include, but is not limited to, information concerning our pipeline, products, facilities, customers and work-force. Such information is a valuable business asset that must be protected because its unauthorized use or disclosure could destroy its value to the company and give others an unfair competitive advantage.

Protection of Mylan's intellectual property is essential to maintaining our competitive advantage. Intellectual property includes:

- Patents,
- trademarks,
- know-how and
- scientific and technical knowledge and experience.

We must take all steps necessary to protect and preserve our intellectual property rights.

## We are responsible and accountable for the proper expenditure of Mylan's funds.

Proprietary information must not be used or disclosed without authorization, and we must take affirmative steps to ensure that such information is safeguarded, including but not limited to, execution by the recipient of a written confidentiality agreement approved by the Legal department prior to disclosure. We must take particular care with respect to meetings of industry associations and other situations in which we come into contact with representatives of our competitors.

If you question whether Mylan information is proprietary, treat it as proprietary.

### **ii. Security of systems and premises**

We must take appropriate steps to protect the security of our systems and premises and not interfere with, or assist or encourage others to interfere with, the security of our systems or premises.

### **c. Use of assets**

We are responsible for the appropriate use of company property over which we have control, including both Mylan property and property/ funds that customers or others have entrusted to our custody. Mylan property must not be used for personal benefit, sold, loaned, given away or otherwise disposed of, regardless of its condition or value, without proper authorization. Mylan property and assets must be used only for Mylan business purposes, except as otherwise permitted by the code or policy.

#### **i. Mylan computer and IT systems**

Mylan's computer and IT systems must be used only for Mylan business purposes. However, you may occasionally use Mylan computers and IT systems for incidental personal purposes, provided you do not violate the code, law or policy, or interfere with Mylan business or your responsibilities. Mylan has the right to monitor, inspect, review, read, or copy any usage of computer and IT systems and resources, including

## Internal operations

Mylan entrusts you with its assets and their proper use

Mylan's proprietary information is a valuable business asset that must be protected; its unauthorized use or disclosure could destroy its value to the company.

our incidental personal use of such systems, without notice, at any time and for any reason. All equipment, software, files, disks, communications, or messages created, maintained, sent or received on any system or medium provided by the company are company property.

Inappropriate and excessive personal use will not be tolerated and will subject those involved to disciplinary action up to and including termination. No programs or software that has not been authorized by the IT department may be used.

### **ii. Expense accounts**

We are responsible for the proper expenditure of Mylan's funds. All expense items including, but not limited to, airfare, hotel expenses, taxi/limousine services, car rental, business meals and entertainment, must be accurately and fully documented on expense reports with applicable receipts attached.

## 5. Patient privacy

Personnel are required to protect patient-identifiable information that has been collected or used in the course of conducting Mylan business. Patient-identifiable information includes, but is not limited to an individual's

If you question whether Mylan information is proprietary, treat it as if it is.

name, address, Social Security number, health or medical information, telephone number and any other information that can identify an individual. Personnel are required to comply with all federal and state privacy laws, including, but not limited to, the Health Insurance Portability and Accountability Act (HIPAA), as well as all privacy policies of Mylan and all applicable laws and regulations.

## 6. Data privacy

Mylan uses personal data for a wide variety of purposes including, but not limited to, payroll, performance review, and clinical studies. The company will adhere to the code, applicable law and policy regarding the proper security and use of this data for each country in which Mylan operates or conducts business.

## 7. Environmental protection

Each Mylan facility has an Environmental, Health and Safety program that is designed to foster compliance with applicable environmental laws, regulations, permits and licenses.



Mylan Global Compliance

# Mylan in the marketplace

## Mylan in the marketplace

Mylan will engage only in appropriate competition

Retaining the trust of our customers, regulators and shareholders depends on maintaining the highest level of ethical and legal conduct.

### 1. Conduct in the marketplace

Numerous laws govern our conduct in the marketplace. Retaining the trust of our customers, regulators and shareholders depends on maintaining the highest level of ethical and legal conduct. We must always strive to act with the utmost integrity and fairness when conducting Mylan's business.

### 2. Competition

Mylan will engage only in appropriate competition. This means that we will not engage in any illegal or unethical practices, such as improperly obtaining proprietary information of a competitor or engaging in price-fixing, coercion or collusion with competitors.

We are responsible for awareness of the antitrust, trade practices and competition laws and compliance with such laws, particularly where competitors are concerned. These laws prohibit not only actions and discussions designed to fix prices, but also prohibit certain other concerted actions with competitors, including, but not limited to:

- Agreeing with a competitor or competitors to divide or allocate customers, territories or markets; and



## You are not to attempt to improperly obtain or use a competitor's proprietary information.

- agreeing with a competitor or competitors to jointly cease doing business with a customer unless the customer takes certain actions.

We must avoid any discussions about customers, territories, pricing, sales terms or other confidential information with our competitors.

Violation of the antitrust, trade and competition laws may result in criminal and civil penalties, both for those involved and for Mylan.

Because antitrust and competition laws are complex, personnel should seek guidance from the Legal department whenever there is any question about whether a particular activity may involve anti-competitive conduct.

### 3. Competitive information

We will not attempt to improperly obtain or use a competitor's proprietary information. This includes information pertaining to a competitor's prices, bids or proposals in circumstances where there is reason to believe that the release of such information would be illegal or unauthorized.

Often it will be clear from the face of relevant documents and/or the circumstances that certain information is proprietary, and therefore, should not be used. For example, if you receive a competitor's proposal in the mail from an unknown source, do not read it or use it. We are required to immediately turn over any such documents to the Legal department.

It is important to note that it is not illegal or unethical to obtain and use information obtained through public Web sites, brochures, articles, presentations, market research, etc. If you have a question regarding information that you have obtained, contact the Legal department.

## Mylan in the marketplace

Mylan's products speak for themselves

Mylan products must be promoted in an accurate and balanced manner, consistent with applicable laws and regulations.

### 4. Product promotion

Mylan products must be promoted in an accurate and balanced manner, consistent with applicable laws and regulations. All claims and other information concerning our products must conform to approved labeling conventions and regulations.

### 5. Advertising

All materials or statements that we use in our sales and marketing programs must be truthful, in good taste and free from false or exaggerated claims or statements. Consumer protection laws prohibit making false statements about a competitor's products and making false or misleading advertising claims.

### 6. Bribery, kickbacks and gifts

Mylan prohibits payment of any kind to any government official in order to advance our business interests, or to induce or influence government decisions, even if it is an accepted practice or local custom. This applies to payments made directly through Mylan personnel or indirectly through an agent or contractor.

Our sales and marketing materials are to be truthful and in good taste.

**a. Applicable laws**

**i. Bribery and corruption**

Mylan prohibits payments of any kind to any government official in order to advance our business interests, or to induce or influence government decisions, regardless of the amount and even if such payments are consistent with local practices or customs. This prohibition applies to all Mylan affiliates, regardless of location, and applies to direct as well as indirect payments made through an agent or intermediary. Personnel must be familiar with this prohibition and with Mylan policy (Mylan Inc. Anti-Corruption Policy).

The U.S. Foreign Corrupt Practices Act makes it a criminal offense to directly or indirectly offer, promise, approve or make any payment of money or other thing of value to a government official, party or candidate (among others) for the purpose of maintaining or obtaining business or influencing the government official in his or her decision-making. Most other countries in which Mylan does business also have laws prohibiting corrupt payments to government officials in order to gain or maintain business or influence government decisions.

Mylan personnel must not, directly or indirectly, give, agree to give or offer any gift or thing of value (including, but not limited to, money) to a U.S. or other government official, employee, or his/her representative or agent in order to gain or maintain business or favorable decisions for Mylan, or as an inducement or reward to the official for showing or refraining from showing favor or disfavor to any person or entity in relation to the affairs or business of that government or government official. This prohibition also applies to indirect contributions, payments or gifts made in any manner, such as through affiliates, consultants, agents, subagents, sponsors, joint venture partners, advisors, suppliers, customers or third parties.

## Mylan in the marketplace

Mylan prohibits any form of commercial bribery

Personnel must conduct Mylan business consistent with the highest professional standards.

Mylan also prohibits any form of commercial bribery. For example, Mylan personnel must not provide, directly or indirectly, anything of value to an agent or employee of a customer, vendor or service provider with the intent of influencing that person's decision in an effort to secure that third party's business.

If you have any questions regarding this prohibition or any particular payment, contact the Legal department or the OGC.

### **ii. Health care laws**

The U.S. government heavily regulates the health care industry. The government, through several agencies, places great emphasis on investigating and prosecuting health care fraud and abuse. Therefore, we must be particularly careful when offering anything of value to health care providers, and in the calculation and reporting of pricing data and rebates. In the U.S., Mylan's Standards for Interactions with Healthcare Providers must be understood and followed at all times, to the extent that personnel engage in the marketing or sale of Mylan products in the U.S. There are similar applicable laws around the globe and you should familiarize yourself with and abide to them.

All business decisions must be based on uncompromised, ethical judgment, and be independent of actual or anticipated personal gain.

### **b. Entertainment, gifts and gratuities**

All business decisions that you make on behalf of Mylan must be based on uncompromised, ethical judgment and be independent of actual or anticipated personal gain. Business decisions include, but are not limited to, procurement of materials, supplies and services, as well as sales terms and discounting decisions. All such decisions must reflect the best interest of Mylan.

Mylan prohibits providing anything of value to a person with the intent of influencing that person's recommendations or purchases of health care products or services.

In the U.S., you are prohibited from giving or receiving a benefit with the intent to induce referrals for a service or item reimbursable under a federal health care program. Personnel are prohibited from offering, giving, soliciting or receiving any type of kickback, bribe, payoff or other compensation in any form or manner in order to influence a business decision affecting Mylan, or for the personal gain of personnel, family members (as defined in the Avoiding Conflicts of Interest section) or other third parties. Further, we must not employ or authorize an agent or other third party to offer or make any payment or transfer which is prohibited by the code, law or policy.

In addition, the following guidelines must be followed:

#### **i. Providing gifts**

- No gifts, meals, entertainment or benefits, such as travel, may be given to government officials in violation of applicable law.
- With respect to health care providers in the U.S., all meals, entertainment, recreation and anything else of value must comply with Mylan's policy on Standards for Interactions with Healthcare Providers.

## Mylan in the marketplace

Mylan policy prohibits facilitating payments

You must refer all media, investment analysts and other outside parties requesting information pertaining to Mylan or Mylan business to the Global Public Affairs department or the Investor Relations department.

- When you provide any gifts, meals, travel or entertainment in connection with Mylan business, it must be in good taste and modest in value, given local standards.

Excessive is defined as any gift, benefit or gratuity of more than token value based on local standards, or that goes beyond commonly accepted local values. You must obtain approval from the OGC before offering any gift or business courtesy in excess of \$125. USD.

### ii. Receiving gifts

- Neither we, nor any of our family members, are to request gifts, entertainment or any other business courtesies from people or organizations doing business with Mylan.
- Occasional, unsolicited gifts and business courtesies, such as meals and entertainment, are permissible if they are customary and common business courtesy; modest, based on local standards; not excessive in value and fully disclosed to the appropriate supervisor or manager. You must receive approval from the OGC prior to accepting any gift or other business courtesy in excess of \$125. USD.

You must obtain approval from the OGC before offering any gift or business courtesy in excess of \$125.00 USD.

- No gifts or entertainment may be offered or accepted that would likely or potentially result in an expectation or belief of the creation of a personal obligation, or that could be perceived as influencing your judgment or decision.
- Any appearance of impropriety must be avoided.
- Mylan procurement officials and other personnel who are in a position to influence or make such decisions regarding the procurement of services, supplies or materials may be subject to different policies and must be extremely careful about the receipt of gifts and gratuities that might affect, or appear to affect, their procurement decisions.

## 7. External communications

Mylan is committed to delivering accurate information to the media, the investment community and other interested parties. If someone from the media, an investment analyst or any other outside party requests information from you regarding Mylan or Mylan business, you may not provide them with any information. Instead, you must refer the requestor to the Global Public Affairs department or the Investor Relations department.

## 8. Fair dealing

When conducting Mylan affairs, you are to deal fairly and honestly, in accordance with Mylan's ethical principles, with the following:

- Fellow personnel,
- customers,
- suppliers,
- vendors,
- regulatory bodies,

## Mylan in the marketplace

Any appearance of impropriety must be avoided

It is unlawful to purchase or sell any security while you are in possession of material, non-public information.

Mylan must comply fully with all applicable export/import laws.

- enforcement agencies,
- the public and
- patients.

No one is to take unfair advantage of anyone through manipulation, coercion, deceit, concealment, abuse of privilege or position, or inappropriate possession of confidential information, misrepresentation of material facts or any other unfair or unethical practice.

### 9. Export/import laws

We must ensure that Mylan complies fully with all applicable export/import laws. These laws can impact business transactions and govern trade between Mylan and our customers in many countries.

The U.S. and other countries have laws controlling exports and re-exports of certain goods, services, software and technology for national security, foreign policy and other reasons. In addition, Mylan and its affiliates also are required to comply with U.S. laws prohibiting participation in unauthorized boycotts, such as the Arab League's boycott of Israel.

Notify your manager, the OGC and the Legal department immediately of any boycott-related requests for information or action.



Any questions concerning export/import laws or these procedures should be directed to the OGC and or the Legal department.

It is your responsibility to make certain that Mylan's policy with respect to such transactions is followed.

Any questions concerning export/import laws or these procedures should be directed to the OGC and/or the Legal department.

### 10. Anti-money laundering

Money laundering involves disguising funds derived from criminal or terrorist activity, so that illegitimate, or 'dirty,' money appears legitimate, or 'clean.' Mylan is committed to conducting business only with customers and third parties engaged in legitimate business activities, whose funds are derived from legitimate sources.

Direct any questions concerning Mylan's anti-money laundering policy or your responsibilities under the policy to the OGC or the Legal department.

### 11. Government requests for information

Mylan cooperates with government investigations, including those directed at our company. The Legal department will facilitate communication and the providing of information in connection with any government investigation. Contact the Legal department immediately if anyone identifying himself or herself as a government agent or employee approaches you regarding a government investigation or inquiry.

### 12. Securities laws

We must not buy or sell the securities of Mylan, directly or indirectly, based on material, non-public information, or communicate such information to others for that purpose. In addition, we must not trade in the securities of any other company based on undisclosed information, or communicate such information to others for that purpose.

## Mylan in the marketplace

### Mylan cooperates with government investigations

The U.S. and other countries have laws controlling exports and re-exports of certain goods, services, software and technology for national security, foreign policy and other reasons.

You must not buy or sell the securities of Mylan, directly or indirectly, based on material, non-public information, or communicate such information to others for that purpose.

Securities include stocks, bonds, options, American Depository Receipts and other forms of investment interests. It is unlawful to purchase or sell any security while you are in possession of material, non-public information. If you have questions regarding securities law, please contact the Legal department.

Mylan Global Compliance

# Avoiding conflicts of interest

## Avoiding conflicts of interest

Conflicts of interest can arise in virtually every area of Mylan's operations

Employees or contractors retained by the company have an obligation in all business transactions to place the company ahead of any personal interests.

### 1. Overview

Employees or contractors retained by the company have an obligation in all business transactions to place the interests of the company ahead of any personal interests. We must avoid situations that create actual or apparent conflicts of interest.

Conflicts of interest can arise in virtually every area of Mylan's operations. We must avoid personal interests that conflict with the interests of Mylan, or that might influence or appear to influence our judgment or actions in performing our duties. The word "appear" is most important. Even where there is no actual conflict of interest, the appearance of such a conflict is damaging because it can undermine trust among personnel and jeopardize the company's standing with our customers, regulators, shareholders and others.

Conflicts arise when we directly or indirectly receive or may receive any financial remuneration or benefit from Mylan in excess of approved salary, bonuses or other generally recognized benefits, or when any of our family members directly or indirectly receive or may receive any benefit, compensation or remuneration from Mylan of any kind.

## Mylan will not make any personal loans to or guarantee the personal obligations of any executive officer or director.

For purposes of the code, the term family member includes spouse or domestic partner\*, parent, parent-in-law, sibling, sibling-in-law, child, stepchild, or son or daughter-in-law.

\* Domestic partner shall mean a person who is neither married nor related by blood or marriage to the employee; is the employee's sole spousal equivalent; lives together with the employee in the same residence and intends to do so indefinitely; and is responsible with the employee for each other's welfare.

The term employee as used in the definition of domestic partner includes all individuals referenced in the previously defined term personnel.

Any three of the following types of documentation may demonstrate a domestic partner relationship:

- a) A joint mortgage or lease;
- b) designation of the domestic partner as beneficiary for life insurance;
- c) designation of the domestic partner as primary beneficiary in the employee's will;
- d) domestic partnership agreement;
- e) powers of attorney for property and/or health care; and
- f) joint ownership of a motor vehicle, checking account or credit account.

All potential conflicts of interest must be properly disclosed. Contact any of the following to make your disclosure:

- Your local compliance officer,
- your local Human Relations department,
- the Legal department or
- the OGC.

## Avoiding conflicts of interest

You must avoid even the appearance of conflicts of interest

We must avoid personal interests that conflict with the interests of Mylan, or that might influence or appear to influence our judgment or actions in performing our duties.

Contact information for the OGC includes the following:

**Telephone:**

+1.888.MYLAN04 (toll-free, U.S.)

+1.770.776.5689 (international)

**E-mail:**

compliance@mylan.com

Secure fax:

+1.724.514.1811

**Mail:**

The Network

(Attn: Mylan)

333 Research Court

Norcross, Ga. 30092 USA

**Compliance Web site:**

From the company's intranet (MyNet) visit Communities > Global Departments > Compliance, or

<http://mylan.com>.

If a situation arises in which there is an actual, apparent or potential conflict of interest, you must disclose the matter to the OGC. If required, the OGC will escalate the matter to the Senior Executive Compliance Committee (committee).

## Mylan will not make an investment in any business venture of personnel or their family members.

If the committee finds that such conflict is not material and does not appear to be of a nature that it would influence the business decisions of those involved, the committee may grant a waiver in its sole discretion.

### 2. Personal benefits

Your obligation to conduct Mylan's business in an honest and ethical manner includes avoiding actual or apparent conflicts of interest in your personal relationships with the company.

### 3. Business arrangements with Mylan

Neither you nor any family member(s) may directly or indirectly participate in any business relationship with Mylan, other than your relationship as a director, officer, employee of Mylan, contractor or agent, unless such an arrangement has been approved by the OGC. Executive officers and directors must also obtain approval from the committee regarding such arrangements. Any such arrangement that has not been approved by the OGC or the Committee, as applicable, is a violation of the code and is prohibited.

### 4. Corporate opportunities

We have a duty to advance Mylan's legitimate business interests whenever such opportunities arise. If you learn of a business or investment opportunity through your position at Mylan, it is Mylan's opportunity and not yours, unless Mylan declines to participate and approves your participation. To obtain such approval, you must first make a full disclosure to the OGC who may grant permission for you to pursue the opportunity. Executive officers and directors must also obtain the approval of the committee before pursuing any such opportunity.

## Avoiding conflicts of interest

You have a duty to advance Mylan's legitimate business interests

For purposes of the code, the term family member includes spouse or domestic partner, parent, parent-in-law, sibling, sibling-in-law, child, stepchild, or son or daughter-in-law.

### 5. Financial interests in other businesses

Except as provided in this code, you are prohibited from acquiring any interest in a company that competes with Mylan or does business with Mylan, such as a vendor, supplier or customer, without the prior written consent of the OGC. Executive officers and members of the board must also obtain approval of the Committee before acquiring any such interest.

Generally, it is not considered a conflict for personnel to make or hold investments in mutual funds or similar investment vehicles that may hold securities of competitors, vendors or customers.

Likewise, personal ownership of less than 1% of the outstanding securities of a competitor, customer, vendor or supplier is typically not considered a conflict, provided the security is traded on a national or international exchange.

### 6. Employment or other activities with competitors, suppliers or vendors

Employment by, association with (including any consulting, advisory or other relationship, whether compensated or not), and/or serving as a director of a competitor, customer,



## Generally, holding investments in mutual funds is not a conflict.

supplier or vendor of Mylan is prohibited during and following one's employment by Mylan, and to the extent prohibited by any written contract.

We also are prohibited from initiating or participating in any activity, outside of conducting Mylan business, which is intended to advance, or would reasonably be expected to advance, the interests of a competitor, customer, supplier or vendor. It is your responsibility to consult with the OGC in advance of any planned activity that may violate this prohibition. Executive officers and directors must also obtain the approval of the Committee before engaging in any such activity.

### 7. Family member(s) working in the industry

Situations may arise where a family member is employed by or has a significant ownership or other interest in a competitor, customer, supplier or vendor of Mylan. While such situations are not prohibited, they do call for heightened sensitivity regarding security, confidentiality and conflicts of interest.

You must immediately disclose situations such as these to the OGC. Executive officers and directors also must inform the Committee.

### 8. Charitable, government and other outside activities

Mylan encourages you to participate in causes and activities that further the welfare of your community. However, you must obtain the approval of the OGC if you are serving or intend to serve as a director or trustee of any charitable organization, whether for-profit or not. OGC approval is also required if you intend to seek public office, either through running for office or through appointment, or are currently serving in any government body.

## Avoiding conflicts of interest

Mylan encourages you to participate in causes and activities in your community

Except as provided in this code, you are prohibited from acquiring significant interest in a company that competes with Mylan without the prior written consent of the OGC.

To further avoid conflicts of interest, all supervisors shall obtain the prior written approval of the general counsel and chief compliance officer before requesting that any of his or her reports serve on any board of directors, board of trustees or related body.

### 9. Political contributions and related activities

Participation by personnel in the political process is appropriate and is encouraged by Mylan. However, involvement in political activities must be on your own time and expense and must not suggest or imply support by Mylan. You also may not use your position at Mylan to persuade Personnel to participate in the political process.

The U.S. and many other countries have laws that prohibit corporations, such as Mylan, from making political contributions to candidates or political parties. This prohibition includes monetary contributions as well as in-kind contributions, i.e., the use of Mylan facilities, personnel and payments for services of third parties, other than through MyPAC.

**Note:** MyPAC is a nonpartisan, employee-run organization that provides opportunities for Mylan employees to participate in the American political process. Employees who

You are prohibited from performing any work on behalf of a candidate, party or campaign on Mylan's time or premises.

participate in MyPAC partner with our Government Relations team to ensure that Mylan's voice is heard when lawmakers act on important issues that affect our industry.

You are not prohibited from establishing, maintaining, participating in or contributing to a political action committee permitted under applicable law. Your participation in a political action committee is voluntary. You may refuse to participate in or contribute to a political action committee without fear of retribution or retaliation.

Any work performed on behalf of a candidate, party or campaign may be considered the equivalent of a contribution. Therefore, such work is prohibited on Mylan's time and premises.



Mylan Global Compliance

# Conclusion

## Conclusion

The OGC appreciates your commitment to the program

Please bring your comments, questions concerns and ideas to the attention of the OGC.

This Code of Business Conduct and Ethics will be reviewed periodically and appropriately amended as our business and the legal and ethical environments in which we operate evolve. The OGC appreciates your commitment to the program, which is essential to its success.

We encourage you to bring your comments, questions, concerns and ideas to the attention of the OGC.

[compliance@mylan.com](mailto:compliance@mylan.com)

**Telephone:**

+1.888.MYLAN04 (toll-free, U.S.)

+1.770.776.5689 (international)

**E-mail:**

[compliance@mylan.com](mailto:compliance@mylan.com)

**Mail:**

The Network

(Attn: Mylan)

333 Research Court

Norcross, Ga. 30092 USA

Mylan Global Compliance

# Notes









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