



**Code of Ethics  
and  
US Supplement**

**SANOFI**



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# About this Document

Starting in 2011, all affiliates of Sanofi will use the same Code of Ethics on a worldwide basis, with supplementation to account for particular country rules and context. This document is composed of two parts: the Code of Ethics, which is the same throughout the world, and the US Supplement to the Code of Ethics. We have arranged the Code of Ethics and US Supplement so that relevant portions of the Supplement follow each Code section. For ease of reference, we will refer to the combined documents as the Code.

Generally, the principles set forth in the US Supplement apply across all functional areas. In some cases, the US Supplement outlines specific rules that apply to human healthcare products (especially those products that the federal government pays for or reimburses) and must be followed if applicable to your functional area. Some of the specific provisions of the US Supplement do not apply to animal health. Similarly, if your functional area has more specific rules that apply to your line of business, you are expected to comply with them as well. In the US Supplement, the term Company refers to the US-based member of the Sanofi Group for which you work.

## The Code

The Code is designed to assist US employees and contractors in understanding applicable standards and US legal requirements when conducting business on behalf of their Company. The Code describes the fundamental standards by which all US employees — including full-time and part-time employees, officers and directors of US companies and contractors — must abide. You are required to be familiar with and understand the Code and all compliance policies and procedures, laws and regulations applicable to your job. In addition, managers are responsible for ensuring that individuals under their supervision are aware of, and comply with, the Code and all applicable policies and procedures, laws and regulations.

## Questions and Reporting

If you are unsure about particular requirements, or if a situation arises in which the proper course of conduct is not clear, you should consult your manager (if you are a contractor, report the matter to the person at the Company with whom you are working), or the following persons or departments with responsibility for your Company: the Legal Department, a Human Resources Business Partner or Generalist (“HRBP”), the North American Corporate Compliance Officer (NA Corporate Compliance Officer), a member of the North American Corporate Compliance Department (NA Corporate Compliance Department), a member of the North American Compliance Committee (NA Compliance Committee), or call the North American Compliance Helpline (NA Compliance Helpline).

# Compliance



Our *Shared* ethics



# Compliance



Our *Shared* ethics



# Code of Ethics, a concrete and living evidence of Our sanofi-aventis



## our sanofi-aventis

Our sanofi-aventis is our culture; it is who we are collectively as a group. It is how we interact with each other and with our partners, how we make decisions and above all, what makes us unique as an organization.

It is important we achieve results, but the 'how' we achieve them is equally as important. The Code of Ethics is an integral part of our culture and therefore, of *our sanofi-aventis*.

In particular, it is reflected within our **values and attitudes**

### **Integrity – Acting Ethically**

We commit to maintain the highest ethical and quality standards without compromise

### **Respect – Embracing Difference**

We recognize and respect the diversity and needs of our people, patients and partners, ensuring transparent and constructive interactions through mutual trust

### **Solidarity – Socially Responsible**

We are united in shared responsibility for our actions, our people, the wellbeing of our patients and in achieving a sustainable impact on the environment

As our values guide the way we make decisions and act, our **Management Principles** are the necessary practices we need to put in place to achieve our ambition.

These 8 principles are closely related to the code of Ethics, starting by the first of them which states:

*“We always act with integrity to ensure the highest ethical and quality standards “*



# Message from Global Compliance

The Code: pledge of our integrity.  
The highest standards of individual behavior create mutual trust.

In a complex environment, we are determined to respect the ethical principles governing our activities and are committed to abiding by the laws and regulations that apply in each country in which we operate.

We adhere to the principles of the Universal Declaration of Human Rights, the International Labor Organization and the Organization for Economic Co-operation and Development (OECD). We also support each person's right to health, as defined in the International Covenant on Economic, Social and Cultural Rights. Through our adherence to the United Nations Global Compact, we support and apply the core principles relating to human rights, labor, environment, and anti-corruption.

This Code of Ethics defines the Company's expectations when conducting sanofi-aventis business. It is provided as a resource to guide you in dealing with issues, both inside and outside the Group, that we may encounter as part of your day to day functional responsibilities.

**This Code sets forth the responsibilities of sanofi-aventis to its employees and to industry.**

## **1 - Employees:**

We ensure diversity, equality of opportunity, health and safety, and respect in the workplace for our employees.

## **2 - Stakeholders:**

### **- Patients and consumers:**

We are committed to product safety and quality and to ensuring that we comply with all legal, regulatory and internal requirements, so that we can meet our obligation to act with integrity.

### **- Healthcare professionals:**

We are committed to follow applicable legislation regarding the promotion of medicines, and adhere to all relevant rules in all countries.

### **- Suppliers and contractors:**

In our business dealings, we are governed by local legislation, our internal charters, and our standards in terms of human rights, labor, environment, and ethical conduct. In particular, our employees and suppliers must require suppliers to commit to resisting all forms of corruption.

### **- Government employees and representatives:**

We are committed to relationships founded on honesty and integrity, and pay particular attention to strict compliance with anti-corruption laws and regulations such as the OECD Convention, the US Foreign Corrupt Practices Act and the U.K. Bribery Act.

### **- Shareholders and investors:**

We regularly provide shareholders and investors with transparent information about our activities, our strategy, our performance, our future prospects and our financial position, so that they can properly assess our situation.

These commitments depend on the engagement and ethical conduct of each of our people in all circumstances.

The Global Compliance team, backed by our Compliance Officers throughout the world, is dedicated to raising awareness of ethical conduct and to developing a range of resources – including this Code of Ethics – that will ensure everyone receives good training, so as to embed our corporate ethics and strive for excellence.

**Global Compliance**

**Contact : [Compliance.Shared-Ethics@sanofi-aventis.com](mailto:Compliance.Shared-Ethics@sanofi-aventis.com)**





# The North American Compliance Program

The following sections of the Code describe the North American Corporate Compliance Program.

## NA Corporate Compliance Officer & Department

The NA Corporate Compliance Officer is responsible for overseeing the Compliance Program for US members of the Sanofi Group, in coordination with compliance functions within the Sanofi Companies. The responsibilities of the NA Corporate Compliance Officer include: auditing and monitoring compliance activities, investigating violations of the Code and other policies and procedures; assessing compliance-related structures, policies, procedures, and training; recommending appropriate actions to correct or prevent violations; and ensuring that reports of violations are dealt with fairly and consistently. The NA Corporate Compliance Officer has a department to assist in these activities and also works with compliance contacts in various functional areas. The NA Corporate Compliance Officer interacts with the global compliance function to help ensure that the Group's high ethical standards are applied uniformly. The NA Corporate Compliance Department also oversees the Helpline (1-800-648-1297), which is available to employees and contractors to report concerns or policy violations, or to ask questions.

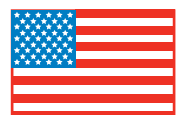
## NA Compliance Committee

US members of the Sanofi Group are part of a NA Compliance Committee to advise the NA Corporate Compliance Officer and assist in the implementation of the Compliance Program in North America. The NA Compliance Committee is composed of members of senior management as well as functional heads and the heads of business units.

In addition to advising the NA Corporate Compliance Officer, the NA Compliance Committee is responsible for evaluating compliance-related matters concerning Company activities that affect NA operations. Working with the NA Compliance Officer, the NA Compliance Committee ensures that the requirement to comply with all policies and procedures, and applicable laws and regulations, is communicated and enforced.



## US Supplement





# US Healthcare Laws

The following sections of the Code describe important US healthcare laws.

## Healthcare Laws

A variety of complex laws and regulations particular to the United States cover virtually every aspect of our human health business.\* Some of the key requirements include, but are not limited to, the following:

- Preventing fraud and abuse in federal healthcare programs including Medicare and Medicaid;
- Preventing the improper influence of financial incentives or “kickbacks” on medical judgment;
- Ensuring the accuracy of information sent to a federal or state agency;
- Ensuring the appropriateness of communications and promotion relating to our products in accordance with US law and regulation.
- Conducting all research ethically and in compliance with applicable laws and regulations

As an employee or contractor of a member of the Sanofi Group, you must comply with all healthcare laws applicable to the pharmaceutical industry and all aspects of our business.

## Federal Anti-Kickback Statute And State Laws

The federal Anti-Kickback Statute prohibits providing anything of value to a person with the intent to influence that person to recommend or purchase a healthcare product or service that may be reimbursed by federal healthcare programs, including Medicare and Medicaid.<sup>1</sup> Even if a person has legitimate reasons to offer or pay something of value, if one purpose of the offer or payment is to induce the recipient to prescribe or order healthcare products, the government will consider the offer or payment to be improper under the law.

In part, the law is intended to prevent healthcare decisions that are based on personal gain rather than on what is best for the patient.

Value is defined very broadly by the Anti-Kickback Statute and may include cash, checks, gifts, grants, value-added programs, free items, charitable contributions, services or the opportunity to earn money (e.g., speaking engagements, consultant positions). Such items of value are unlawful if given with the intent to influence the recipient's purchasing, formulary or referral decisions, relate to the volume or value of business generated by the recipient, or exceed the fair market value of any good or service provided by the recipient. In addition to the federal Anti-Kickback Statute, many states have similar statutes prohibiting such activities in connection with state healthcare programs and with some private insurers.

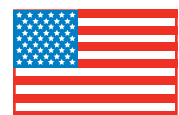
In order to ensure compliance with these statutes, US-based employees and contractors of a Sanofi human health company must not offer money or anything of value or engage a consultant, advisor, speaker, investigator, or other service provider with the intent of rewarding the recipient for past purchasing, prescribing, or formulary decisions or for the purpose of influencing future decisions in these areas.

The federal and state Anti-Kickback Statutes do not prohibit appropriate discounts and rebates or written agreements at fair market value. Agreements for prescription or government-reimbursed products must be approved by the Legal Department.

\* Some of these laws do not apply to animal health.

<sup>1</sup> The federal anti-kickback statute does not apply to animal health.

## US Supplement





# US Healthcare Laws

## Federal & State False Claims Acts

The federal False Claims Act and similar state laws define a “false claim” as knowingly making, using or causing to be made a false statement or record to obtain payment or reimbursement from a federal or state healthcare program, such as Medicare and Medicaid (and sometimes, in the case of the states’ laws, from private insurers as well). It is also a violation to knowingly conceal or knowingly and improperly avoid or decrease an obligation to pay money, such as Medicaid drug rebates, to the government. Pharmaceutical and device manufacturers do not generally file claims; however, they can indirectly influence claims that are filed. For example, sales professionals give product information to customers for purposes of claims filings, which must be accurate. The term “knowingly” is generally defined to mean that a person has actual knowledge or acts in deliberate ignorance or reckless disregard of the truth or falsity of the information.

Because pharmaceutical and device companies can influence claim submissions, it is important that the information that we provide be accurate and consistent with all applicable laws and regulations.

If you are aware of any information that could lead to a false claim submission, you must report that information as described in the Reporting section of this Code.

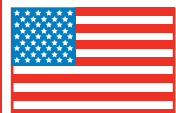
You also have rights under the federal False Claims Act, and many state laws, to report this information to the government. These laws essentially allow any person with knowledge of possible false claims activity to file a lawsuit on behalf of the government and receive a percentage of any amount recovered by the government plus an amount for reasonable expenses. With regard to a concern that you may lose your job, Company policy absolutely prohibits retaliation for reporting suspected illegal conduct or conduct that is contrary to policies or for cooperating in an investigation of any complaint.

## Bona Fide Clinical Research

Compliance with the Anti-Kickback statute and US laws and regulations regarding the conduct of research are essential considerations for Sanofi Group companies operating in the US. All clinical research must be conducted in accordance with the highest ethical standards and rigorous protocols, and in compliance with all applicable US Food and Drug Administration (FDA) and other laws and regulations, as well as policies and procedures. All such research must be designed to address a legitimate, unanswered or inadequately answered medical or scientific question, and all data must be accurately and completely recorded and reported. All human clinical research shall be conducted with the utmost concern for the health and safety of study participants.



## US Supplement



# Respect for the Individual

Fostering a stimulating, creative and non-discriminatory workplace environment for all our employees and partners, while respecting diversity and personal dignity.

Nurturing talent, motivating our employees and rewarding performance are vital to ensuring that the Group remains innovative, respected and competitive. Consequently, sanofi-aventis:

- **is committed to promoting diversity**, convinced that the distinctive identities of our employees and commercial partners are a source of strength and a key ingredient in the success of a global business;
- **supports equality of opportunity for each employee or job applicant** in terms of recruitment, access to training, compensation, welfare, internal mobility and career development. Skills, experience and personal aptitude are the only factors taken into account;
- **prohibits all forms of discrimination on grounds such as:**
  - gender;
  - age;
  - origin;
  - religion;
  - sexual orientation;
  - physical appearance;
  - health;
  - disability;
  - trade union membership.
- **prohibits any conduct that may harm personal dignity.** No employee should be subject to any form of harassment. Sanofi-aventis is committed to promoting a wholesome workplace environment free of such practices, where all of its employees can flourish.



## Practical Guidance

- In every country where sanofi-aventis is present, comply with national laws and regulations in the areas of human rights and labor law.
- Refer to the Group's recommendations, in particular the Social Charter.
- Be open-minded and avoid prejudice about the opinions, appearance or attitudes of your colleagues.
- Respect other people, and behave towards them as you would want them to behave towards you.
- If you find that any of the principles in this chapter are being breached, do not hesitate to inform your superior, your local Human Resources Department, or Global Compliance.

## Q&A

*One of my expatriate colleagues is always making sexist remarks about someone in our team, and shows no consideration for her at all. Not only does his attitude create a bad atmosphere at work, but I find his behavior embarrassing. What should I do?*

Your colleague's behavior not only impairs performance by undermining team spirit, but it is also in breach of the Group's ethical principles as regards the prevention of discrimination against employees (or anyone else) on grounds of their origin, race, gender or religious beliefs.

You are encouraged to bring the situation to the company's attention so that it may be investigated promptly and, if appropriate, remedied. You may report such a situation to your manager, your second level manager or a Human Resources representative, or you may report it, through your Compliance Officer.

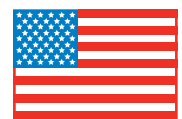
# Respect for the Individual

## Equal Employment Opportunity

US-based members of the Sanofi Group are committed to providing equal employment opportunities to all applicants for employment and to all employees on the basis of individual merit and personal qualifications and without regard to race, color, creed, religion, ancestry, nationality, national origin, age, marital, domestic partnership or civil union status, sex (including pregnancy status), gender identity or expression, affectional or sexual orientation, veteran or military status or liability for military service, domestic violence victim status, atypical cellular or blood trait, genetic information (including the refusal to submit to genetic testing), mental or physical disability, perceived disability, and AIDS and HIV status or any other characteristic prohibited by law. This commitment applies to all aspects of employment, including, but not limited to, recruiting, hiring, placement, advancement, training, benefits, compensation, discipline and termination. US-based members of the Sanofi Group will take affirmative action to employ, train and promote minorities, women, individuals with disabilities, disabled veterans, veterans of the Vietnam Era, newly separated veterans and other veterans.

This commitment also extends to providing reasonable accommodations to enable qualified individuals with a disability to perform the essential functions of their jobs. If you believe that you suffer from a disability and need an accommodation, please notify your manager or an appropriate member of the Human Resources Department.

## US Supplement



# Respect for the Individual

## Harassment & Discrimination

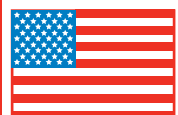
US-based members of the Sanofi Group are committed to providing a work environment that is free from harassment and intimidation on the basis of race, color, creed, religion, ancestry, nationality, national origin, age, marital, domestic partnership or civil union status, sex (including pregnancy status), gender identity or expression, affectional or sexual orientation, veteran or military status or liability for military service, domestic violence victim status, atypical cellular or blood trait, genetic information (including the refusal to submit to genetic testing), mental or physical disability, perceived disability, and AIDS and HIV status or any other characteristic prohibited by law. Employees and contractors are prohibited from acting in ways that could be construed as harassment or that could create a hostile, intimidating, or demeaning environment for other employees, applicants for employment, contractors or others with whom we interact in connection with our business.

Harassment includes, but is not limited to, slurs or jokes, as well as abusive, demeaning, or derogatory comments, made about or to anyone. Sexual harassment may include displaying sexually suggestive material in the workplace, unwelcome flirting or advances, requests for sexual favors, or using offensive words or gestures of a sexual nature.

The focus of our commitment to providing a harassment free work environment is on the effect of an individual's action, not the intent. Thus, if the actions of an employee or contractor have the effect of intimidating or demeaning others, it may be a violation of this Code, even if the employee or contractor believes he or she was "just kidding around" or "didn't mean any harm."

Any employee or contractor who believes that he or she has been subjected to, or has witnessed or been informed of, actions that may violate this section of the Code or any Human Resources policy should promptly bring the matter to the Company's attention so that the Company may investigate the matter and take corrective action where appropriate. Employees and contractors can report any of these matters as described in the Reporting section of this Code. As with all other such matters, there will be no retaliation against anyone for raising any concerns about possible violations of this section of the Code. Those who raise such concerns will be treated with courtesy and can be assured that the matter will be handled with discretion.

## US Supplement



# Respect for Privacy and Personal Data Protection

Personal data protection: a fundamental right, designed to protect people's privacy.

- All our employees, and third parties with whom sanofi-aventis has dealings (patients enrolled in clinical trials, medical practitioners, contractors, representatives of the scientific community, etc.), are entitled to their privacy. Sanofi-aventis is committed to protecting their personal data.
- "Personal data" means any information that can be used to identify an individual, whether directly or indirectly (e.g. name, date of birth, social security number, photograph, e-mail address, computer ID).
- Personal data protection gives individuals whose data are held the right to control the collection, processing, use, disclosure and storage of data relating to them.
- These data must be used fairly and for a specific, clear and legitimate purpose, and must only be retained for as long as is necessary for the purpose for which they are processed.
- Because data protection and privacy legislation varies from country to country, and because sanofi-aventis operates across all international markets, we have issued a Group Personal Data Protection Charter, applicable to all our employees throughout the world.
- In Europe, the processing of personal data is governed by a directive that has been transcribed into the national laws of the European Union member states. Transfers of personal data from a European Union country to a third country are regulated. To facilitate transfers of data within the Group, sanofi-aventis has issued a set of "Binding Corporate Rules", which govern data transfers from a European subsidiary to another Group subsidiary.





## Practical Guidance

- Comply with local legislation and with the rules contained in the Group Personal Data Protection Charter, available on the Group intranet.
- Only collect, use, disclose or store personal data for a specific, legitimate and necessary purpose.
- Protect these data while they are being collected, processed, used, disclosed, stored, and transferred internationally.
- Only retain data for as long as is necessary for the purpose for which they are processed, in compliance with local legislation.
- Ensure the security of processed data.
- Ensure that people whose data are collected are informed of the fact.
- If in doubt, consult your superior or Global Compliance.

## Q&A

*A friend who does not work for sanofi-aventis has asked me for the e-mail addresses of my colleagues so that he can use them for business purposes. Can I send him a list?*

Whenever you disclose information containing personal data, you need to think about protecting that information, because it could fall into other hands. In all cases, you must obtain the consent of the people whose data are held before disclosing their data.

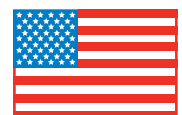
# Respect for Privacy and Personal Data Protection

## Privacy

The US has particular laws, regulations and rules governing the confidentiality of personal data (e.g. HIPAA, HITECH, state laws, institutional restrictions, adverse event reporting). These federal and state laws include some restrictions on the use of individual prescription data for marketing purposes. If you have questions, you may consult a member of the Legal Department, or the Regulatory Law, Privacy & Policy Group of the Legal Department, North America at: [US.Privacy@sanofi.com](mailto:US.Privacy@sanofi.com).

If you become aware of an unauthorized alteration, disclosure or use of personal information, or any other data security incident, contact the Legal Department or the Regulatory Law, Privacy & Policy Group as well as your manager or the Corporate Economic Security Department.

## US Supplement



# Respect for Health, Safety and the Environment

Protecting our employees' safety and health, making our sites as safe as possible, and showing respect for the environment.

- Our Health, Safety and Environment (HSE) policy is an integral part of the Group's overall policy. We insist on the application of rigorous scientific and ethical standards throughout the Group.
- Based on the guiding principles underpinning our HSE policy, sanofi-aventis is committed to:
  - **Protecting the health and safety of our employees and of everyone with whom the Group has relations, over the short, medium and long term.** This involves evaluating, preventing and controlling the physical, chemical and biological risks inherent in our activities. As part of this commitment, we have established expert committees charged with monitoring regulatory, technical and scientific issues, and laboratories with responsibility for the safety of our processes and for occupational health. More generally, our HSE Department is committed to providing employees with training to make them aware of their active role and responsibilities in preventing accidents.
  - **Limiting the environmental impact of our activities.** More specifically, we have taken steps to limit our emissions of greenhouse gases, the impact of our operations on air quality, and our consumption of natural resources. We have also implemented measures on the treatment of solid and liquid waste, and on the remediation of contaminated soil. In the product development phase, we are committed to using maintenance and optimization techniques to make our processes safer and more environmentally friendly while limiting our use of raw materials.
  - **Encouraging our suppliers, manufacturers and subcontractors to apply safety and environmental protection rules,** and using application of such rules as a factor in evaluating their performance.

## Practical Guidance

- Comply with the applicable HSE laws, regulations and internal standards in all the countries where we operate.
- Comply with the eight guiding principles of the HSE policy (available on the Group intranet).
- Be aware that violations of HSE laws and regulations may be punishable by harsh civil and criminal penalties, both for individuals and for corporations.
- Limit the daily impact of your activities on the environment.
- Report any situation likely to pose a risk to health, safety or the environment to your superior or to the HSE Department as soon as possible.



# HSE

## Q&A

*People sometimes drive recklessly on the site where I work, with no regard for the traffic code. Do these rules apply only on public roads?*

Regardless of road safety rules, we owe it to our colleagues to drive carefully, whether in our own car or in a company car. And in the case of company cars, careless driving shows a lack of respect for company property. Sanofi-aventis does not tolerate traffic code violations, as the Group has a duty to provide a safe working environment for all employees at the site. Any injuries or damage caused by someone violating the traffic code could have serious repercussions for that person.



# Confidentiality and Protection of Sensitive Information

## Protecting sensitive and confidential information.

- Any information that is not in the public domain must be protected, even if there is no formal obligation of confidentiality. This applies equally to information about the Group, about its employees, and about third parties.
- Sanofi-aventis draws its competitive advantage primarily from sensitive scientific, technical and commercial information. This information is of great value to our business, and disclosing it inappropriately or accidentally can not only impair the Group's competitiveness but also result in malicious acts or unfair competition (counterfeiting, industrial espionage). Risks relating to the pirating of data files, virus intrusions and similar practices are a constant threat and affect all of our employees.
- All necessary measures must therefore be taken to protect such information (on whatever medium it is stored) and to keep it in a safe place. In addition, disclosure of such information may breach confidentiality undertakings given by sanofi-aventis to third parties (such as the owner of a product licensed to us, or a partner in a joint venture with us), or may be a source of insider dealing.
- Sensitive information must therefore be protected. Any situation in which it is proposed to disclose such information outside the Group – even where there is an established course of dealings with a third party – must be examined with care.
- Examples of inside information include information about:
  - financial results;
  - proposed acquisitions or divestments;
  - important clinical trial results;
  - issuance of marketing approval for a new product;
  - losing or gaining a major contract;
  - ongoing litigation.

## Practical Guidance

- Ensure that you and others comply with:
  - rules relating to the disclosure, reproduction, retention and destruction of documents and any other data storage media, and the Group Records Management Policy (available on the Group intranet);
  - specific rules on data security and general security, in particular by referring to the Information Systems Usage Charter (also available on the Group intranet).
- Do not disclose confidential information to people outside the Group, and always be careful when having conversations in public places (trains, planes, restaurants, conferences, etc.).
- Before disclosing sensitive information to third parties, consult the Legal Department for guidance on the need for a confidentiality undertaking and/or the Information Systems Department with a view to applying specific data protection measures.
- Report any situation that suggests the protection or confidentiality of sensitive information may have been compromised (e.g. lost documents, unusual requests for information, indications of potential tampering with information systems) to your superior or the Corporate Economic Security Department.



## Q&A

*At a meeting, someone that I didn't know introduced himself to me as the head of marketing for an agency that had been hired to run a campaign for one of our products, but had not yet signed a contract with sanofi-aventis. Can I give him information which is still confidential, such as the unpublished results of a new trial of the product?*

Until such time as a confidentiality undertaking (or a contract containing a confidentiality and non-disclosure clause) has been signed with sanofi-aventis, neither this person nor his company can have access to sensitive and confidential data about one of our products.

# Confidentiality and Protection of Sensitive Information

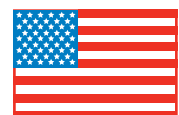
## Confidentiality & Proprietary Information

As stated in the Code of Ethics, employees must protect any information that is not in the public domain, including information belonging to a third party with whom we may have an obligation to maintain confidentiality. Additional examples of information that must be protected are inventions, organizational structure and plans, business plans, marketing and sales strategies, and sales figures.

Never disclose confidential information to third parties without first getting Legal Department approval of the form of confidentiality agreement. (The agreement must be signed by the person or entity that will receive the confidential information and may require signature on behalf of the Company).

Where disposal of confidential documents is permitted, you must shred such documents (including drafts and copies) before recycling or discarding them. However, some confidential documents may need to be preserved, as described in the Record Retention section of this Code.

## US Supplement





# Protecting our image: social media

## Using social media responsibly.

- Sanofi-aventis attaches great importance to protecting its image and reputation. This includes the use of web-based social media by its employees, professionally or privately. This applies to all social networking sites (e.g. Facebook, Xing, LinkedIn, Twitter), to blogs, to photo/video sharing sites (e.g. YouTube, Flickr), and to wikis and forums.
- Only designated employees are authorized to speak on behalf of sanofi-aventis about our company or its products.
- Any use of social media by any sanofi-aventis employee, including any private use, could be attributed to our company and negatively impact its image and reputation. Consequently, any employee who participates in social media must do so in a responsible manner.
- **Employees must also remember that:**
  - any information posted on the internet may be accessed by anyone from anywhere, and could remain accessible for an unlimited time;
  - they could be personally liable for content that they post on the internet.



# Protecting our image: social media

## Online Communications & Social Media

Employees and contractors who participate in online communications and social media are expected to adhere to the Code and all applicable policies, procedures and guidelines, such as promotion and promotional review, confidentiality, adverse event reporting, and Social Media Guidelines, policies or procedures.

## US Supplement



# Prevention of Conflicts of Interest

## Personal interests of employees and the interests of sanofi-aventis.

- Employees can find themselves in situations where there is a risk that their personal interests will conflict with those of their employer. However, any actual or apparent conflict of interest may create problems and harm the reputation of sanofi-aventis.
- “Personal interests” should be taken in a broad sense, covering not only the interests of the employee him/herself but also those of his/her close associates (whether people or companies). To prevent conflicts of interest, employees must safeguard against situations in which the objectivity of their business decisions may be impaired, and in particular:

- **External commitments**

Employees must inform their superior in advance of any investment in a competitor, supplier or customer, whether by acquiring an equity interest (other than by buying shares in a listed company) or a business activity. Situations of this kind may impair the objectivity incumbent of a Group employees when acting on behalf of the Group.

While employees are entitled to participate in not-for-profit activities in a personal capacity, they should ensure that this does not create a conflict of interest with the Group.

We respect the political opinions and personal commitments of our employees, but any expression of such beliefs or commitments must remain personal (i.e. outside working hours and at the employee's own expense). Consequently, sanofi-aventis employees are formally prohibited from committing the Group to any political activism or demonstration by mentioning the name of sanofi-aventis or by using its headed notepaper, funds or resources. Similarly, sanofi-aventis premises may not be used for personal political activities.

- **Personal relationships**

Employees may have someone close to them whose personal interests are linked to the Group's activities. In situations where such a link is identified and the objectivity of decisions made by the Group might be challenged, the employee must inform his/her superior of the link before any decision is taken and play no part in the decision-making process.

- **Items of value other than purely token gifts\***

When such gifts involve people who work with the Group or want to do so, they can generate conflicts of interest. Accepting a gift may make the recipient feel under an obligation, potentially undermining the objectivity of his or her decisions.

\* *What is regarded as a “token” gift varies from country to country depending on local legislation, culture and economic environment.*



## Practical Guidance

- Comply with laws and regulations that apply to conflicts of interest, with codes issued by international or local trade associations to which sanofi-aventis belongs (such as IFPMA and EFPIA), and the Group Ethical Purchasing Charter.
- Politely but firmly decline any gift or invitation offered to you that might make you feel under an obligation.
- In some countries, declining a gift from someone with whom you do business may be seen as rude, and may even harm future business dealings with that person. In such cases, you should discuss with your superior how the gift should be handled.
- Assess situations carefully so that you can identify potential conflicts of interest when they arise.
- In situations where a potential conflict of interests is identified, consult your superior, the Legal Department or Global Compliance before making a decision.

## Q&A

*My brother runs a company that prints promotional documents and has a reputation for high quality. In my role as manager handling the information campaign for a new product, can I offer him the work, given that his company submitted the best tender?*

You must inform your superior of your relationship with this potential supplier, so that the decision can be made objectively and transparently, and you must not participate in the decision process.





# Prevention of Insider Dealing

Trading in the company's shares using sensitive, confidential data liable to influence the share price.

- Insider dealing occurs when a person buys or sells a company's shares while in possession of significant unpublished information liable to influence the value of those shares. It may also occur when a Group employee in possession of significant confidential information exercises an option and/or alters the allocation of his/her investments within the dedicated funds set up in connection with employee share ownership plans (PEG and PERCO).
- The concepts of insider dealing and of the illegal use of inside information have developed substantially in all the main financial markets over recent years. Since sanofi-aventis shares are listed in Paris and New York, both French and US regulations apply. The US Securities and Exchange Commission (SEC) and the French Financial Markets Authority (AMF) both regard the detection and prosecution of insider dealing offences as a priority, and do not hesitate to impose heavy criminal and administrative penalties on those convicted of such offences.
- Insider dealing can occur when shares are bought or sold prior to the announcement of news that could have a positive or negative effect on the market price of shares in sanofi-aventis or in a current or potential partner, and the purchase or sale of these shares is based on inside information in relation to, among other things:
  - financial results;
  - proposed acquisitions or divestments;
  - important clinical trial results;
  - issuance of marketing approval for a new product;
  - losing or gaining a major contract;
  - ongoing litigation.
- The rules on insider dealing apply not only to sanofi-aventis shares, but also to the shares of any third party with which the Group is in negotiations or in dispute. They apply to all employees, whatever their position within the organization.





## Practical Guidance

- Comply with laws and regulations that apply to insider dealing, and refer to the Code of Conduct on the Prevention of Insider Dealing.
- Disclose confidential information strictly on a need-to-know basis (be wary of chain-mails and of conversations in public spaces such as trains, planes, restaurants, conferences, etc.).
- Make sure that third parties with which the Group has dealings safeguard the confidentiality of information supplied to them, in particular by use of confidentiality undertakings or clauses.
- If in doubt, consult the Legal Department before buying or selling shares.

## Q&A

*Over lunch in the cafeteria, I overheard some colleagues at the next table talking about a sharp rise in the Group's quarterly profits that is due to be announced in two days' time. Can I use this information to buy sanofi-aventis shares before the news is released, and sell them later at a profit?*

As explained above, being in possession of this information makes you an insider. This means that you are prohibited from trading in the company's shares until the information is made public.

# Prevention of Insider Dealing

## Inside Information

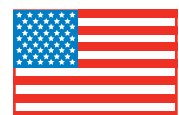
It is unlawful to purchase or sell any security, including stocks, bonds, options, American Depository Receipts, and other forms of investment interests, while you are in possession of material, non-public information.

“Material information” is information not previously announced to the public that a reasonable investor would find important in deciding to buy, sell or hold securities of a company. Some examples in addition to those mentioned in the Code of Ethics include development of major new products, exposure to environmental damages, investigations, non-public claims by or against a member of the Sanofi Group, and major changes in management.

Information is considered “non-public” when it has not been adequately disclosed to the public. The information must not only be widely available but there must also be adequate time for the market as a whole to become aware of the information before trading based upon it would be considered legal.

In addition to not trading your own shares in such circumstances, you must not, at any time, use non-public information or give non-public information to someone else (also known as “tipping”) to purchase or sell securities of that company. To avoid the possibility of unintentional “tipping,” be very cautious about any recommendations to anyone, including family members, friends, or others, regarding the purchase or sale of any security of Sanofi or any company with which a member of the Sanofi Group has a business relationship.

## US Supplement



# Financial Information and Responses to Enquiries

Principles of transparency and corporate governance in financial matters.

- Sanofi-aventis applies the principles of corporate governance and encourages transparency.
- Breaches of rules relating to financial information and responses to enquiries may result in substantial fines from financial or other regulators, and may damage the Group's image and undermine its credibility in the financial markets.
- The French Financial Markets Authority (AMF) requires companies and their employees to publish regulated information that is accurate, precise and honest. Financial communication affects not only our image and reputation, but also the price of our shares and the confidence of our investors. This is why any public communication issued by sanofi-aventis must be reviewed and approved in accordance with Company requirements. The type of information involved includes among other things:
  - the official financial statements;
  - annual reports to the stock market authorities and similar publications;
  - information made public by whatever means (press releases, press conferences, conference calls, analyst meetings, public presentations, etc.).
- In addition to publication of the Group's financial statements and the announcement of corporate actions, the public must be informed on a timely basis of any event liable to influence the stock market price of sanofi-aventis shares, such as:
  - annual and quarterly results;
  - regulatory or administrative approval for a strategic product or a new indication;
  - clinical trial results for a strategic product;
  - suspension of production or withdrawal of a strategic product;
  - developments in lawsuits involving the Group;
  - official investigations.
- Information about these types of events should be sent to the appropriate sanofi-aventis department without delay so that they can be disclosed to the authorities and the financial markets rapidly. Given that decisions in this area can be complex, authority for decisions on what and when to publish rests solely with the Group CEO, the Published Information Review Committee, and the heads of the relevant Group functions (Communication, Finance, Investor Relations, Regulatory Affairs, Legal Affairs).



## Practical Guidance

- Comply with procedures and delegations of powers relating to the dissemination of information within the Group.
- Unless you hold delegated powers, do not publicly disclose financial information or other information liable to influence the sanofi-aventis share price.
- Be careful what you say about sanofi-aventis when outside the company.
- If in doubt, consult your superior, the Communication Department or the Legal Department.

## Q&A

*In my role as marketing manager, I have been approached by a business journalist who wants to interview me for an article about a product for which the clinical trial results have not yet been published. Can I give her information about these results?*

If the results have not yet been published and could have an influence on the value of the company's shares, you must postpone the interview at least until the clinical trial results have been published. Furthermore, you must receive approval from the appropriate sanofi-aventis departments.



# Financial Information and Responses to Enquiries

## Finances & Taxes

US-based members of the Sanofi Group are committed to complying with all applicable securities laws and regulations, accounting standards, accounting controls, and audit practices.

All Sanofi Group member companies' records must be complete, accurate, and reflect all transactions and any disposition of Company assets. Financial records must be made in accordance with generally accepted accounting principles.

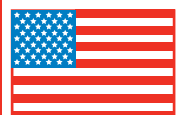
No employee or contractor may take any action for the purpose of illegally evading taxes due on income, property or operations of Sanofi Group member. No employee or contractor may make any false or fraudulent return or other statement relating to the income or taxes of a member of the Sanofi Group.

If you learn about any potential accounting or tax related wrongdoing, such as unrecorded funds or assets, or false, misleading or artificial entries in the books and records of the Company, you must report it immediately to your Tax Department and your manager or as otherwise explained in the Questions and Reporting and Compliance Helpline sections of this Code. As with any reported suspected violation, the Company prohibits retaliation against the person who provides the relevant information.

## Transparency Requirements under State and Federal Law

The federal government and some states have adopted spend reporting statutes that generally affect manufacturers of prescription drugs, biologics and devices intended for human use. These statutes require the reporting to governmental authorities of payments and transfers of value to a variety of recipients in the health care field (such as physicians and hospitals) for various purposes, including clinical research and promotion. Some of these reports are publicly available. It is important that each employee and contractor monitor, record and track spend and transfers of value carefully and accurately as required under Company policies and procedures to enable the Company to file accurate reports. In addition, Company employees or contractors who believe that a category of spend or transfer of value is not being accurately captured for reporting must report their concern to the Transparency group.

## US Supplement



# Involvement in Political and Public Life

## Corporate social responsibility.

- No employee or representative of sanofi-aventis has authority to commit the Group directly or indirectly to support a political party in any way whatsoever, or to use its association with sanofi-aventis in its political activities.
- The use of sanofi-aventis resources and the granting of donations or financial contributions to support political activities, politicians or electoral candidates (either directly or indirectly, at local, national or international level) are prohibited, unless expressly approved by the Group CEO.



## Practical Guidance

- Do not engage in support to political parties, politicians or electorate candidates in the name of sanofi-aventis.
- If you are involved in political activities, do not act or present yourself as representing sanofi-aventis.
- If in doubt, consult your superior or the Human Resources Department or Global Compliance.

## Q&A

*I work for sanofi-aventis in a country where it is customary for political parties to seek contributions at election time from companies located in that country. Can I make a contribution to a party in the name of sanofi-aventis?*

Even if local legislation allows the funding of political parties by companies located in the country, you cannot make a contribution in the name of sanofi-aventis without the prior consent of the Group CEO.



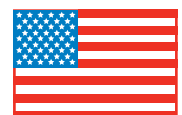
# Involvement in Political and Public Life

## Political Activity

In addition to concerns expressed in the Code of Ethics, no employee or contractor may use either his/her position or the name of any member of the Sanofi Group to persuade another to work for a candidate or make personal contributions to a party or candidate.

- **Corporate Activities:** Except for authorized employees within the North American Corporate Affairs Department and when legally permissible, no employee may make a political contribution or provide direct or indirect financing to any federal, state or local-level candidate, campaign, or party, ballot initiative, or policy issue groups such as 527 organizations on behalf of any member of the Sanofi Group or with the Company's funds or assets.
- **Political Action Committees:** Federal law authorizes the creation of corporate political action committees (PACs), which may contribute to federal elections. US-based Sanofi Group members may establish PACs in compliance with these laws and as otherwise authorized. Sanofi US has established a PAC - the sanofi-aventis US Employee Political Action Committee - which receives contributions from eligible individuals within Sanofi US and makes contributions to support federal or state candidates who share Sanofi US perspectives on public policies impacting our activities and the patients we serve. The sanofi-aventis US Employee PAC is registered with the Federal Election Commission. Sanofi US may also make contributions on a state level as permitted by law.

## US Supplement



# Respect for Free Competition

Promoting free and fair competition.

- Violations of antitrust and competition legislation are punishable by fines and damages for both the company and individuals involved. In some countries, serious violations such as illegal price-fixing or market division are punishable by prison sentences. Competition and antitrust issues may arise from contacts between sanofi-aventis and its competitors, or between sanofi-aventis and its suppliers and customers.
  
- **Contacts with competitors (horizontal agreements).** Never discuss with our competitors issues relating to:
  - **prices:** price scales, pricing methods, chargebacks, promotional and billing terms, margins, and discounts;
  - **products:** marketing plans and strategies;
  - **production:** industrial capacity, logistics, product quality;
  - **market division:** by region, customer or therapeutic field;
  - **financial information:** cost of goods and services or products, profits, margins;
  - **tenders,** and the intention (or not) to bid for them;
  - **agreements and contracts with suppliers or customers.**
  
- **Supply chain relationships (vertical agreements).** In most countries, discriminatory practices or boycotts adopted in supply chain relationships (with suppliers and/or customers) are contrary to antitrust or competition law.



## Practical Guidance

- Comply with national and international competition and antitrust law and regulations.
- At forums, conferences and other meetings, avoid informal contacts with competitors so that you do not discuss issues that might violate antitrust or competition law. If one or more competitor approaches you about such an issue, indicate your unwillingness to continue with the discussion. Do not hesitate to say that you object to the issue having been raised, and to withdraw from the discussion.
- In case of question or doubt, consult your superior or the Legal Department.

## Q&A

*I've been invited to a hospital medicine sales conference, which is also being attended by a friend who has a similar job to me with one of our competitors. In advance of the conference, I have found out that both our companies intend to submit a tender to the same hospital. Can I discuss the tender with him, at the conference or elsewhere?*

You must be very careful in discussing issues relating to pricing and costs with any of our competitors. You should avoid talking about the tender either in a professional context (at the conference) or outside work. Bear in mind the principles set out in this section and do not hesitate to consult the Legal Department to make sure that you are not at risk of violating antitrust or competition law.

# Respect for Free Competition

## Free And Fair Competition

### Antitrust & Competition Laws

In addition to the issues listed in the Code of Ethics, US-based members of the Sanofi Group prohibit: agreements or discussions to boycott customers or suppliers; to exclude competitors or restrict trade in the marketplace; or to require a customer to buy a product that it does not want as a condition of a license or sale of a different product (“tying” of two products together).

US-based members of the Sanofi Group also do not engage in discussions or agreements regarding price fixing, stabilization or discrimination; concerning a customer’s resale prices or terms; or that require a vendor or supplier to purchase products from US-based members of the Sanofi Group as a condition of a Sanofi Group member purchasing products or services from that person or entity.

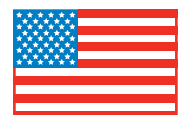
The antitrust laws in other countries may impose more stringent rules than the US antitrust laws with respect to certain business practices. You are required to consult the Legal Department regarding any transaction that may implicate any anti-competitive behavior in any country.

### Business Intelligence

Generally, it is not illegal or unethical to gather and use public information about other companies to conduct our business. You are also allowed to contract with an outside vendor to gather market data and other business information, though you must get prior approval from the Legal Department. You may not use information that you believe violates confidentiality obligations or that was gained by unethical means such as misrepresentation, deception, theft, spying, or bribery.

To the extent that you learn of public information that you believe may be relevant or important to the Company, you should bring it to your manager, who will share it with senior management and the Legal Department to determine if the information should be considered for business purposes or more widely disseminated. For Sanofi US, the document Guidelines on Competitive Intelligence Handling and Gathering is available on the intranet. Other US-based members of the Sanofi Group may have other applicable guidelines, such as the Sanofi Pasteur Global Policy on Collecting Competitive Information.

## US Supplement



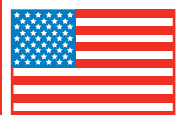
# Respect for Free Competition

## Respect For Intellectual Property

Intellectual property includes patents, trademarks, copyrights, trade secrets, scientific and technical knowledge, know-how and the experience developed in the course of the Sanofi Group member companies' activities. Patent and know-how laws reward those who develop technology by giving the owner the right to (i) exclude others for a time from making, using, or selling the invention and (ii) restrain others from using misappropriated know-how. Third party intellectual property rights, which the Company believes to be valid and enforceable, must be respected. Use of others' patents without authorization from the owner could expose the Company to lawsuits. Use of certain types of intellectual property without the owners' authorization may result in fines and criminal penalties for both the Company and you. Consult the Patent Department regarding all patent and trade secret matters and the Legal Department for all trademark, copyright and know-how matters.



## US Supplement



# Fighting Bribery and Corruption

## Eradicating all forms of corruption.

- Sanofi-aventis is fully committed to fighting all forms of corruption in every country in which we operate. We expect all our employees not to accept or offer, directly or indirectly, during the course of their duties:
  - money;
  - gifts;
  - services;
  - any other benefit;to or from public officials, politicians, political parties or any other person or organization, with a view to inducing them to do or not do something within the scope of, or facilitated by, their job or position.
- In recent years, the fight against corruption has gone global and has been intensified, thanks largely to the tightening of international treaties and national legislation. These regulations are designed to prevent and punish corruption in both international trade and private relationships, and target:
  - active corruption**, where an undue benefit (money, gifts, services, etc.) is offered or promised with a view to inducing a public official or any other person to do or not do something within the scope of, or facilitated by, their job or position
  - passive corruption**, where a public official or any other person solicits or obtains offers or promises of money, gifts, services or benefits to do or not do something within the scope of, or facilitated by, their job or position.
- The regulations apply not only to **direct corruption**, but also to **indirect corruption** (carried out by third parties in the name of or on behalf of a company or an individual).
- Companies and individuals may be liable for civil and criminal **penalties**, including heavy fines and prison sentences.
- In addition, corrupt practices committed in one country may result in **civil and criminal proceedings** not only in that country but also in another country, given the extra-territorial application of some regulations.
- Finally, corrupt practices risk exposing their perpetrators (especially companies) to **very significant adverse commercial consequences** (loss of contracts) and to serious reputational damage.

## Practical Guidance

- Comply with anti-corruption/bribery legislation and conventions – such as the 1997 OECD Convention and the U.S. Foreign Corrupt Practices Act (FCPA) – in every country where sanofi-aventis does business, and require that contractors do the same.
- Refer to the Group's anti-corruption recommendations and e-training modules. Comply with the Group's rules and procedures in your relations with healthcare professionals.
- When dealing with contractors, look out for warning signs of potential corruption on their part. Pay particular attention to:
  - the contractor's local reputation;
  - contracts, which should clearly stipulate what each party is required to do;
  - terms for the payment of commission in agreements with agents or consultants: watch out for large and unsubstantiated advances;
  - invoices, which should give a detailed description of the services provided;
  - the level of fees, which should be in line with the going rate for similar services.
- If in doubt, consult your superior, the Legal Department or Global Compliance before making any decision.



## Q&A

*I quite understand that sanofi-aventis cannot offer a gift to a foreign public official. However, could I offer an official a gift paid for out of my own pocket to thank him for his help in obtaining a contract from a government department?*

Such a gift would be illegal of whether you pay for it out of your own pocket, or sanofi-aventis pays for it. If you were to provide the gift, you would put both sanofi-aventis and yourself at risk. And given the increased level of co-operation between countries that have ratified international anti-corruption conventions (such as the 1997 OECD Convention), you may be criminally prosecuted in your home country for corrupt practices carried out abroad.





# Good Promotional Practices

Complying with high ethical standards when promoting our products.

- In all activities that serve to promote or advertise our products, we are committed to:
  - applying the highest ethical standards to the materials used providing up-to-date, accurate, objective and not misleading, materials that are sufficiently comprehensive to allow for a proper assessment of the quality of the product and for its proper use;
  - ensuring that all promotional materials and product information are based on scientifically proven results;
  - meeting expectations regarding the transparency of relationships between sanofi-aventis and healthcare professionals, patient groups, suppliers and customers.
  
- More specifically, in our relationships with healthcare professionals, we will comply with:
  - applicable legislation in both the home country of the healthcare professionals and the host country of the event, conference, congresses and scientific events;
  - rules relating to the distribution, tracking and control of requests for and returns of pharmaceutical product samples;
  - the code of the International Federation of Pharmaceutical Manufacturers and Associations (IFPMA), and with regional and national codes applicable in countries where we promote our products to healthcare professionals.

## Practical Guidance

- Promote sanofi-aventis products in an ethical, objective, balanced and non-misleading manner.
- Comply with Group rules and local regulations on the supply of promotional aids to healthcare professionals, and as far as possible use the internal range of low-value items manufactured in accordance with ethical and sustainable development principles.
- Comply with the sanofi-aventis pharmaceutical product promotion principles and rules, with international codes (in particular those of the IFPMA and EFPIA), and with local laws and codes (which may be more restrictive).
- Only supply healthcare professionals, patient groups, suppliers and customers with information (in whatever form or medium) that is authorized for distribution in accordance with procedures and recommendations applicable within the Group.
- Only use promotional documents and other information materials that have been properly approved using the currently applicable internal procedures.
- If you are in doubt, or have any questions, consult your superior.



## Q&A

*I am a sales representative. Last week, a doctor told me in a meeting that he could significantly increase the volume of his prescriptions of one of our products if I could arrange for him to attend conferences organized by sanofi-aventis as a paid expert more often. Should I agree to his request, and immediately sign a contract with him as a paid expert?*

Sanofi-aventis regularly retains upon healthcare professionals to provide expertise that the Group does not have in-house, whether for conferences, publications or studies. Sanofi-aventis must have a legitimate business need for the services to be provided by the health care professional. It is never appropriate for sanofi-aventis to enter a service contract with a healthcare professional in order to influence prescriptions of a sanofi-aventis product. Further service agreements with healthcare professionals are subject to strict procedures and principles (contracting procedure, good promotional practices).

# Good Promotional Practices

## Good Promotional Practices\*

As a general matter, all materials distributed by or on behalf of Sanofi US, Genzyme and Sanofi Pasteur that discuss our products (whether or not the material is created by the Company) are regulated by the FDA\* and must be accurate, balanced, and not misleading in any way. All such materials must be reviewed and approved through an established internal review process involving a variety of functional areas (e.g., Marketing, Medical, Regulatory and Legal) to ensure compliance with applicable laws, regulations, and internal policies and procedures.

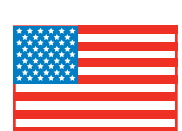
Promotional communications by Sanofi US, Genzyme and Sanofi Pasteur also are regulated by FDA\* and must be accurate, balanced, and not misleading. The Company's commitment to accurate and balanced communications extends to discussions regarding competitors' products. It is unlawful to use unfair methods of competition or deceptive acts or practices in commerce, such as making misrepresentations or unfair comments about a competitor's products or practices.

Promotional materials and communications by Sanofi US, Genzyme and Sanofi Pasteur must be consistent with the approved product labeling. Product labeling includes information on the drug package; the prescribing information (package insert or PI); and other written, printed or graphic materials provided by the Company about a product.

The Company promotes its products based upon their established efficacy and safety, as well as their health-related value. Sanofi US, Genzyme and Sanofi Pasteur do not promote products by comparing reimbursement payment amounts to purchase prices or by determining the customer's potential profit margin.

\*Many Meril products in the U.S. are not regulated by the FDA but rather by the EPA or USDA.

## US Supplement

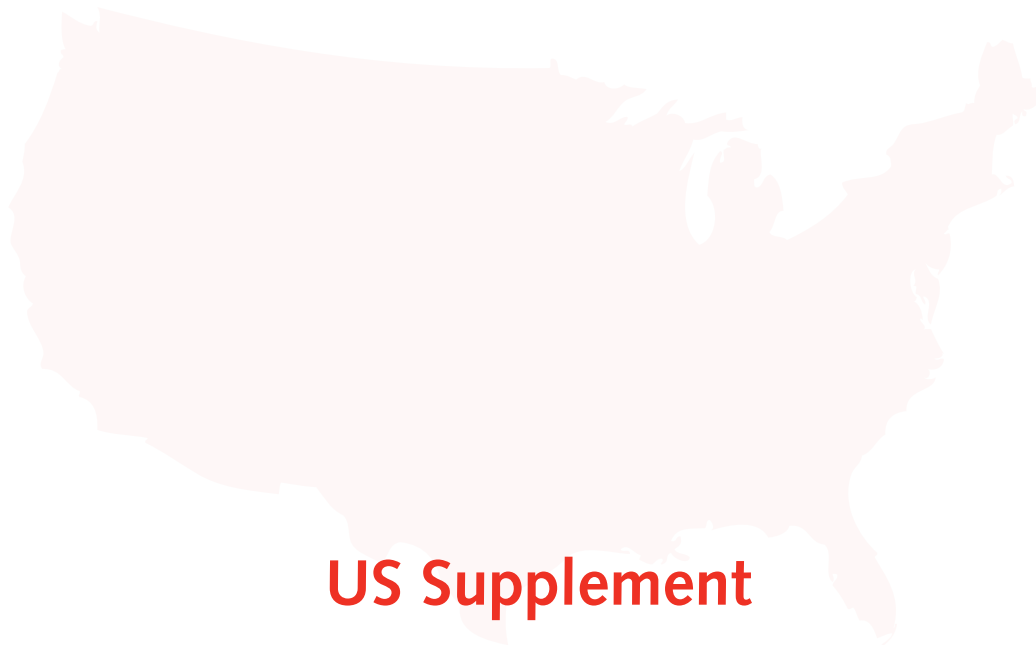


# Good Promotional Practices

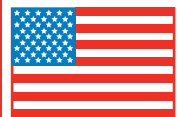
## Samples

Pharmaceutical companies rely on the appropriate distribution of samples to raise awareness of their products and to allow physicians an opportunity to determine how a product is tolerated by a patient. Sampling of prescription drugs is a highly regulated practice and must comply with federal and state laws as well as Company sample policy and procedures.

The Prescription Drug Marketing Act (PDMA) regulates prescription drug samples intended for human use. The PDMA prohibits anyone from selling or billing for such a sample; trading or purchasing any such drug sample or coupon; delivering such samples to anyone not licensed to prescribe or to retail pharmacies; and delivering such samples without a written request from the practitioner. The PDMA also mandates reconciliation of inventory results; random and for cause audits; investigation and notification procedures relating to sampling issues; and reporting losses, thefts and drug sample record falsification to the FDA. Samples issues or concerns should be reported by sending an email to [AdministrationDept.USSample@sanofi.com](mailto:AdministrationDept.USSample@sanofi.com).



**US Supplement**



# Security in dealings with contractors

Require that third parties observe ethical standards.

- Sanofi-aventis expects all contractors with whom it does business to meet the highest ethical standards in all of their activities.
- **Human rights and working conditions**  
We are particularly concerned that our contractors adhere to the fundamental principles of the International Labor Organization, in particular those relating to child labor, forced labor, working hours, pay, freedom of expression, and equality of opportunity.
- **Health, safety and environment**  
We require our contractors to ensure that their employees work in optimal health and safety conditions, and to operate all their sites in a way that minimizes the impact of their activities on the environment. We obtain assurance that our contractors have effective HSE structures and management systems in place to comply with the laws and regulations in force in the relevant country.
- **Conflicts of interest**  
We require our contractors and suppliers to inform us of any conflict of interest that might affect their performance of contracts or services on behalf of sanofi-aventis.
- **Anti-corruption**  
We require that our contractors comply strictly with national and international anti-corruption laws and regulations, in particular by:
  - conducting appropriate due diligence on contractors, using questionnaires and interviews;
  - inserting specific anti-corruption clauses in contracts and carefully monitoring the relationships with contractors.



## Practical guidance

- Before entering into a contract, make enquiries about the contractor's reputation.
- Provide contractors with the internal charters and procedures that apply to them, in particular the Supplier Code of Conduct.
- Obtain assurance that contractors are complying with laws and labor conventions.
- Consult your superior or Global Compliance if you are in doubt or have any questions.

## Q&A

*I have been asked to devise an internal information campaign about one of our products. During the project, I will be working with a contractor already known to the Group, who has suggested offering my colleagues a unique promotional item which the contractor itself will arrange to have made. I am interested in this idea, but what precautions should I take?*

Check with your Purchasing Department whether this contractor usually offers this type of service, and hence is subject to our internal controls. If the contractor has not previously offered this type of service, you should ask whether the item is manufactured by a subcontractor in a foreign country; if so, you should require the contractor to obtain assurance that its subcontractor complies with the legislation in that country and with the Group's ethical standards contained in the Code of Ethics, and to confirm this in writing.



# Duty to Inform

## Pharmaceuticals and Vaccines.

- Sanofi-aventis has a duty to monitor, adapt and update all information provided to patients about the quality, efficacy and safety of a product.  
The need to respect and safeguard patients is a key concern throughout the life cycle of a product.
- During clinical trials, product's characteristics must be analyzed as fully as possible with reference to the latest scientific data. Descriptions of the results must comply with internal standards. In particular, we must provide to healthcare professionals information about the benefits of our healthcare products, but also about contra-indications, precautions for use, and possible side-effects.
- When products are launched on the market, they must comply fully with all the requirements relating to quality, safety and efficacy for the patient.
- The information leaflet must be provided in the local language, and must be as clear, understandable and readable as possible for the patient. It may be written in more than one language provided that the same information is supplied in each language used. It must include all information needed for the proper use of the product and mention known side-effects that may be experienced during normal use, and must advise patients to tell the pharmacovigilance department of the Group, their doctor or pharmacist if they experience any side-effect not mentioned in the leaflet.
- We are keen to take into account – and even anticipate – patient expectations. To this end, we do all that we can to provide information that is relevant, clear and accessible to all, with a view to promoting the proper use of our products. Our concern at all times is to ensure that we meet the highest quality and safety standards.
- Sanofi-aventis participates in awareness campaigns relating to various medical conditions and to the management of these conditions by patients and their families, in association with the full range of players in healthcare (healthcare professionals, government, learned societies, health authorities, patient groups, compulsory and voluntary health insurance providers, etc).
- Concerning animal healthcare products, sanofi-aventis is committed to providing to farmers, animal healthcare professionals and animal owners reliable and regular information. It also ensures that quality and security standards are respected.

## Consumer Health Care.

- Sanofi-aventis applies the same compliance and ethical requirements in its Consumer Health Care activities as in its Vaccines and Pharmaceuticals activities.
- We are committed to complying with the laws and regulations relating to the development and promotion of consumer health products.
- We check the quality and safety of all our products. At each stage in the production, manufacturing and marketing process, health and safety tests are conducted to ensure that the substances used cause no harm.
- All information of use to the consumer must be provided on the package labeling, and in any information leaflet or advertising material. We ensure that the information provided on our products is accurate, objective, justified and compliant with current scientific data and applicable laws, so that they are used properly.
- We take note of questions and claims relating to our products, so that we can constantly enhance our quality and safety standards in order to provide quality and satisfaction to consumers.





# Duty to Inform

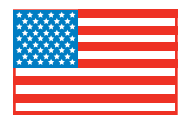
## Patient Safety

We monitor patient safety through post-marketing surveillance and adverse event reporting. Every employee and contractor must report any information about adverse events associated with the use of our products that he/she becomes aware of even if he/she (or someone else) thinks a particular event is not related to the product use. These events must be reported to the Pharmacovigilance group within one business day of the date on which information is first received. Sanofi US employees and contractors who have any questions may call Pharmacovigilance at 1-800-633-1610. For other Sanofi Group employees, please contact the Pharmacovigilance department at the company for which you work.

## Product Safety And Quality

One of our most important commitments to customers and patients is maintaining the safety and quality of our products. We must follow all federal regulations that apply to our industry, such as the rules and regulations of the FDA. Those rules and regulations include, but are not limited to, adhering to the highest product quality standards in the manufacture and testing of our products, complying with labeling requirements, reporting adverse events, establishing and complying with appropriate promotional standards, and ensuring the lawful distribution of drug samples.

## US Supplement









## Non-Retaliation

Individuals who report suspected violations of this Code will not be retaliated against for doing so. No employee or contractor may retaliate against any person for reporting in good faith any inappropriate behavior or a matter under this Code or for cooperating in an investigation of any complaint. Managers are expected to demonstrate their commitment to compliance by maintaining a work environment where open discussion of ethical, policy or conduct, questions and concerns is encouraged and expected without fear of retaliation.

Employees are encouraged to report violations of this Code even if they have participated in the violations they are reporting. While such "self-reporting" will not insulate the reporting employee from appropriate disciplinary action for the Code violation, the fact that the employee brought the matter to our attention may be considered, in appropriate situations, as a basis for lesser discipline.

## Discipline

Adherence to this Code is a condition of working at US-based member of the Sanofi Group\*\*. Employees who violate this Code (including by attempting to retaliate against anyone who has raised a concern under this Code) may be disciplined up to and including immediate termination of employment, and contractors who violate this Code may have their services arrangements terminated.

\*\* *At-Will Employment*

*Employees at North American are hired and employed on an at-will basis. "At-will" means that employment is not guaranteed for any amount of time and that both employees and the Company have the right to terminate the employment relationship at any time, with or without cause.*

*The Code is not, and is not to be construed as, a contract of employment or any other type of contract or an assurance of continued employment. The requirements of this Code apply also to contractors. The Code does not otherwise alter the contractual relationship between the Company and contractors.*

## US Supplement



# Additional US Policies

## Cooperating With Government Investigations

It is Company policy to cooperate with government investigations, even with those directed at our Company. Both the Company and employees have the right to be represented by legal counsel during any government investigation or inquiry. This means that you have the right to have an attorney present during questioning whether that questioning occurs during business hours or away from Company property. If you are contacted by a third party in connection with a governmental investigation or you learn of a governmental investigation, immediately contact the Legal Department.

### Examples of Impermissible Activities

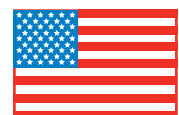
- ✘ Revealing to any person outside the Company (including government investigators) any communication with a Sanofi Group member in-house or external attorney without first consulting with an in-house attorney about whether such communication is protected by legal privileges which can only be waived by the Sanofi Group member, and not by an employee or contractor.
- ✘ Destroying documents that are in any way related to an investigation or which are the subject of a Legal Hold Notice.
- ✘ Answering questions or giving information to non-governmental attorneys or investigators without explicit approval in advance by the Legal Department.
- ✘ Speaking with the media about any matter relating to a Sanofi Group member without the express authorization Communications, of North America or the equivalent at your Company.

## Record Retention

Each employee and contractor of a Sanofi Group member is required to create and maintain complete, accurate, and non-misleading records applicable to their responsibilities, and to understand and follow Company policy relating to document retention.

Documents must be maintained and cannot be destroyed if they are required to be kept by law or regulation, or are subject to an internal Legal Hold Notice in connection with an audit, investigation, or litigation. If you become aware of an investigation, litigation, or inquiry, it is important that you consult with the Legal Department concerning retention of all relevant records (whether hard copy or electronic). Questions concerning record keeping or records management should be addressed to your manager and/or the Legal Department. Sanofi US employees and contractors must review the Sanofi US Policy on Management of Company Records and Retention Schedules found on the intranet. Employees and contractors of other members of the Sanofi Group must review relevant policies for their Company.

## US Supplement





# Additional US Policies

## Company Computer Use

The Company's computer resources and business systems should not be used personally for non-business purposes, such as personal entertainment, promoting non-Company business ventures or interests, or soliciting charitable donations.

All equipment, software, files, disks, information, communications, or messages created, maintained, sent or received on any system or medium provided by the Company are considered Company property. The Company reserves the right to monitor and inspect, without notice, at any time and for any reason, employees' and contractors' use of computer resources, software, or business systems provided by the Company, including content. Users of Company computer resources in any form should have no expectation of privacy in such use or in the content of any use, regardless of form.

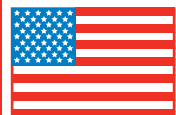
Only properly licensed software, installed by personnel from the Information Services Department, may be used on Company computers. Unauthorized software use could expose the Company and the individual involved to civil and criminal penalties, cause disruption and embarrassment to the Company, or expose computer hardware to harmful computer viruses.

Also, note that you are prohibited from using Company resources to engage in any of the following:

- ✦ Abusive, defamatory, obscene, illegal or otherwise objectionable language;
- ✦ Interference with your work or the work of others;
- ✦ Messages that can damage the recipient's work or systems (e.g., opening unknown email attachments);
- ✦ Peer to Peer file sharing (other than Company authorized programs); and
- ✦ Unauthorized solicitation of employees or contractors.

To the extent that you receive an inappropriate e-mail, or have knowledge of violations of this policy, you should neither print nor forward e-mails or links to anyone but instead immediately report it to your HRBP.

## US Supplement







# Additional US Policies

## International Trade Laws

Sanofi is a global company that does business with countries all around the world. As such, US-based members of the Sanofi Group must follow the trade laws and customs not only of the US, but also of countries in which, and with which, we do business.

US trade sanction laws prohibit US companies from doing business with certain restricted countries, entities, and individuals. The restricted countries and kinds of transactions that are prohibited change from time to time. If your responsibilities include international transactions, you should know the current restricted countries and how to access lists of the current restricted entities and individuals. You should consult with the Legal Department before attempting to do business in that country or with that entity or individual.

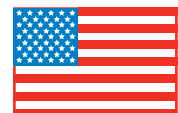
The US and other countries regulate imports and exports of goods, software and technology. Employees and contractors who import or export to or from the US (by shipment, personal transportation, email, fax, etc.), should consult with the Legal Department or the International Trade Compliance function regarding the effect of import and export laws on the transaction or activity at issue.

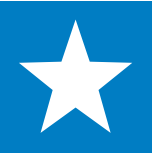
Finally, anti-boycott laws prohibit cooperation with certain international boycotts. These laws also prohibit compliance with certain requests for information or action – such as refusing to do business with certain people or countries – based on an international boycott that is not supported by the US government (for example, the Arab boycott of Israel). US companies may also be required to report to the government any requests to engage in illegal boycotting activity. Notify your manager and the Legal Department immediately of any boycott-related requests for information or action.

## Immigration

Employees and contractors who are not US citizens or permanent residents (“green card” holders) must not attempt to enter or remain in the US without an appropriate visa, if one is required, or to enter or remain under a visa category for which they do not qualify. All such persons must have appropriate authorization to work in the US before they engage in work activities on behalf of the Company. Advance planning may be required when individuals who are not US citizens are involved in activities in the US. US laws may require visas and, in certain instances, the Company may be required to obtain permission prior to hiring individuals from certain countries. Other restrictions or limitations may also apply. Questions should be addressed to Human Resources or the Legal Department.

## US Supplement





# Additional US Q&A

*As an employee (or contractor), what are my responsibilities regarding the standards set out in the Code?*

You are responsible for understanding and following all the laws, policies, and procedures that apply to your position. If you know of, or suspect, a violation of applicable laws, policies or procedures, or the Code, it is your duty to notify the Company. You can notify your manager (if you are a contractor, you should report the matter to the person at the Company with whom you are working). Both employees and contractors can also report matters to a HRBP, the NA Corporate Compliance Officer, a member of the NA Compliance Department, a member of the NA Compliance Committee, or the Legal Department. If you feel uncomfortable with these options, you can call the NA Compliance Helpline at 1-800-648-1297, where callers may remain anonymous. The NA Compliance Helpline is administered by a specially trained outside service and is available 24 hours a day, 7 days a week.

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*Despite what the Company has told us about the Anti-Kickback Statute, I know that several sales professionals working for competitors of the Company continue to wine and dine prescribers. If they can do it, why can't I?*

Company employees and contractors are required to abide by the Code, Company policies, and all other and standard operating procedures. These guidelines have been implemented consistently with the laws and regulations that govern our industry. Regardless of what other companies may do, our guidelines must be followed. In this case, the competitors' conduct may be a violation of law and could result in significant penalties.

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*I am a sales professional and had a meeting with a physician last week who informed me that he would begin to increase the frequency with which he prescribes our product to his patients but only if we contracted with him (and paid him) to speak at several upcoming conferences. I know that the Company contracts with physicians to provide a variety of services, so can we arrange to enter into a contract with this doctor?*

No. While the Company may, on occasion, enter into arrangements with physicians to provide certain services (including speaking services), it is because there is a reasonable and unmet need for the services. Hiring a physician must never be based on the intent to influence prescribing practices or formulary decisions; otherwise, legitimate needs for these services may be tainted. Because one purpose for considering whether to enter into a speaking arrangement with this physician was based upon a desire to have this physician increase his prescribing of our products, the physician may not be retained.

## US Supplement





# Additional US Q&A

*I believe my manager is providing inappropriate pricing information to the government. I do not want to be blamed for her conduct. I am thinking of going to the government directly because I am worried that my manager will use me as a scapegoat, but I am worried that I will lose my job. What should I do?*

You are required to use one of the mechanisms that we have put in place to handle your compliance concerns so that the Company can investigate the matter and take the appropriate corrective action(s) as soon as possible. You can report the suspect conduct to an HRBP, a member of the Compliance Committee, the Compliance Officer, a member of the NA Corporate Compliance Department, or the Legal Department. If you want to remain anonymous, you can contact the NA Compliance Helpline at 1-800-648-1297. You always have the right to contact the state or federal government about potentially inappropriate behavior. With regard to a concern that you may lose your job, Company policy absolutely prohibits retaliation for reporting suspected illegal conduct or conduct that is contrary to our Company policy.

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*The Company just launched a new product. In order to increase its visibility among prescribers, can we initiate a Phase IV clinical trial?*

Absolutely not! This practice is commonly referred to as "seeding the market" and is inappropriate. All research must be designed to address a legitimate, unanswered or inadequately answered medical or scientific question and may not be intended as a means to increase the visibility of a product or to improve prescribers' comfort with a drug.

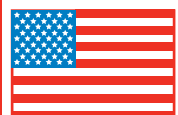
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*I know that we have access to medical records under very limited circumstances. What should I do if someone gives me an individual's medical record and I am not sure I should have access to it?*

Protecting our patients' private medical information is of utmost importance to the Company. If you find you have private information that you should not have access to, you should return the information to the person who gave it to you. If you are unsure of whether you should have access to the information, you should contact the person who gave you the information or your manager for guidance. You may also contact the Legal Department.



## US Supplement





# Additional US Q&A

*If a sales professional is having an in-office lunch with several physicians and discussing an on-label use of a North American product, and the physicians start asking questions about an off-label use, can the sales professional participate in the off-label discussion?*

No. Given the absolute prohibition regarding promoting off-label use, we must tell the physicians that the use being discussed is off-label and that the sales professional is not permitted to participate in a discussion about off-label use. The sales professional must then (i) attempt to redirect the conversation to on-label information and (ii) refer any unsolicited/unprompted inquiry to the Medical Affairs Department or a medical liaison if one is appointed to support the therapeutic area.

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*As a Sanofi US sales professional, if a physician friend tells me that he has run out of samples of our prescription product, can I just reach into the back seat of my car to grab some samples for him if he later signs my computer or completes a blank sample request form?*

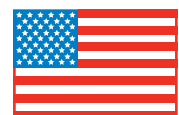
No. There are a number of issues with this scenario: (1) Samples may never be stored within open view in a car, only in the trunk; (2) Practitioners must sign for the samples on the sales professional's computer or sample request form (when the computer is not operational) when requesting or receiving samples from a sales professional; (3) the sales professional must witness the practitioner's signature and sample request form. The practitioner may not sign a blank sample request form but instead must specify his/her name, address, professional designation state license number, quantity of samples and lot number. The DEA number is also required when requesting controlled substances. Sales professionals must maintain accurate records of all sampling transactions.

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*I know I should report "anti-competitive behavior," but what does that mean?*

There is a wide range of actions that may violate applicable antitrust laws: agreements or discussions with competitors that relate to prices, pricing standards, terms and conditions of sale, credit terms and billing practices, supplier's terms and conditions, profits and profit margins, costs, coordination of bidding activities, allocation of sales territories or customers. If you have any questions or concerns regarding how any action or inaction in one of these areas might be governed by the antitrust laws, you should immediately contact the Legal Department.

## US Supplement





# Additional US Q&A

*May an employee or contractor use Sanofi US product information and the competitor product information to discuss different dosing regimens of the products with a customer?*

Yes, but only if the appropriate Sanofi US Review Committee has approved the use of the competitor product information by sales professionals and identified the permitted comparisons, such as dosage forms, dosage strengths, dosing regimens, storage requirements, etc.

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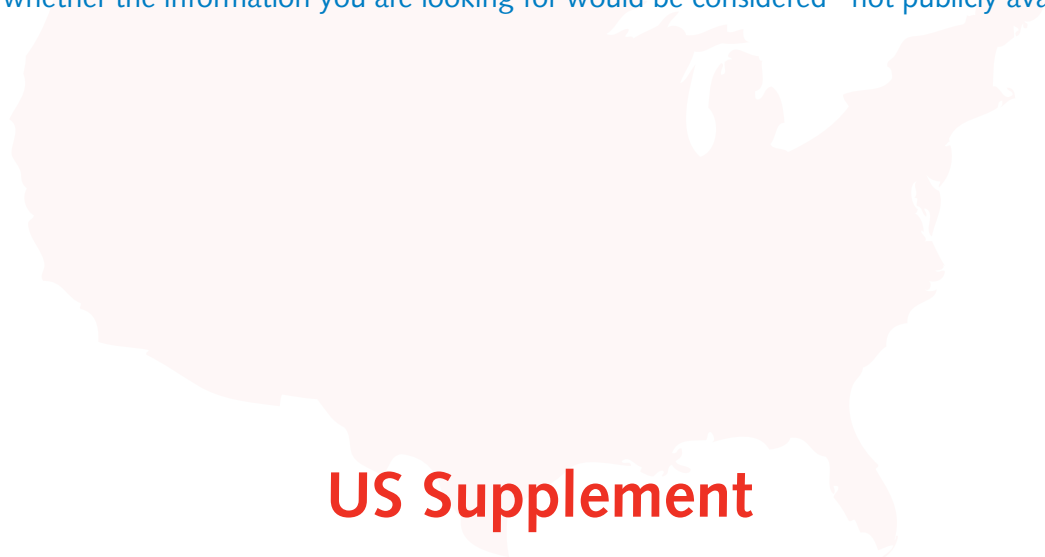
*Although I understand that the Company cannot pay a foreign official, can I use some of my own personal money to buy a gift or otherwise thank a foreign official for her assistance in securing a contract? What if I pay the bonus to my friend who introduced me to the foreign official, who would then pay the foreign official?*

No, irrespective of whether you pay the money directly to the foreign official or indirectly through the friend who introduced you to the foreign official, making such a payment or gift is, in fact, a crime. It is likewise illegal to make the payment from your own personal money.

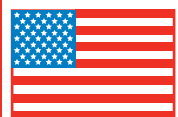
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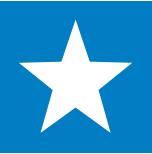
*My boss has asked me to gather clinical trial information about a competing company. Can I call up the company without revealing where I work and ask some questions?*

No! By not revealing that you are a Company employee or contractor, you are misrepresenting yourself and the Company in an unethical attempt to gain a competitor's confidential information. If you are ever asked to conduct such business intelligence research, you should first consult with the Legal Department to ensure that your conduct is legal and ethical. You should also consult the Legal Department if you are unsure whether the information you are looking for would be considered "not publicly available."



## US Supplement





# Additional US Q&A

*I use my work e-mail to send and receive personal e-mail messages. Can I expect my e-mails to remain private or can the Company access these messages?*

The Company allows a minimal amount of personal use of its computer and communication resources, as long as that use does not distract you from fulfilling your work-related duties. However, you should have NO EXPECTATION OF PRIVACY in e-mail sent or received through your Company e-mail account or in any other communications or activities involving Sanofi provided systems. The Company may review any of the materials on your computer, or those you saved on a server, at any time. Also, note that you are prohibited from using computer resources for communications that contain or promote any of the following:

- ★ Abusive or objectionable language;
- ★ Use that interferes with your work or the work of others;
- ★ Illegal or obscene information;
- ★ Messages that are defamatory;
- ★ Communications that may create a hostile, offensive, intimidating or demeaning environment;
- ★ Messages that can damage the recipient's work or systems (e.g., opening unknown of others; e-mail attachments); and
- ★ Unauthorized solicitation of employees or contractors

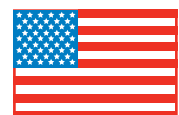
To the extent that you receive an inappropriate e-mail, you should neither print nor forward the e-mail to anyone but instead immediately report it to your HRBP for advice on what actions should be taken, if any.

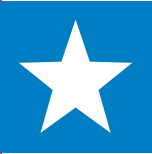
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*I previously worked at another pharmaceutical company and I still have some of my work-related documents. Can I use them in my presentation to a Sanofi US client to compare the Company's product to my former employer's product?*

No, that raises a confidentiality issue as well as a FDA marketing issue. First, information may not be used unless it is otherwise publicly available. Second, in this case, you may not compare a Sanofi US product to the other company's product unless there is some publicly available clinical study to support your findings. Such comparisons must not be shared with third parties unless approved by the appropriate review committee.

## US Supplement





# Additional US Q&A

*A long-standing vendor sends me a gift every year during the holidays. Can I accept that gift? I don't want to be rude*

Yes, if the total gifts that you have received from that vendor in the past 12 months do not exceed US \$100.00. If they exceed US \$100.00, then you must explain that it is Company policy not to accept gifts over a certain dollar figure. If you believe that the rejection of the gift will be viewed as an insult or embarrassment, then you must confer with your manager.

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*I have a computer consulting business in addition to my position at the Company Is that okay?*

Generally outside work is okay, unless it interferes with your ability to perform your duties to the Company or it takes place on, or using, Company property. For example, it is unacceptable to work for your computer consulting clients while you are expected to be working for the Company, or to use your Company computer or e-mail address. However, if you do the computer consulting work while you are not expected to be working for the Company, and without using any Company systems or equipment, and it does not otherwise interfere with your Company duties, it would likely not be a conflict of interest. Nonetheless, at least for Sanofi US, a Conflict of Interest Documentation Form must be completed by you so all facts and circumstances can be considered and the matter can be approved by your manager.

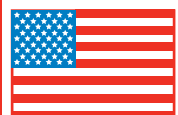
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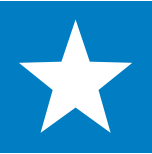
*What should I do if I observe someone else being harassed or if someone comes to me with a concern about being harassed?*

Every employee and contractor is responsible for ensuring that actual or perceived instances of harassment are reported. You can encourage the person subject to the harassment to report the matter, but you, too, should report your observations or other information provided to you to your manager, HRBP, or report the matter anonymously through the Compliance Helpline so that the Company can promptly investigate the concern.



## US Supplement





# Additional US Q&A

*Would telling jokes of a sexual nature to a group of colleagues be considered sexual harassment even if no one complains?*

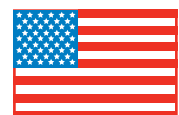
Conduct may create an intimidating, hostile or offensive work environment even if no one subjected to the conduct complains about it. Sexual harassment includes both inappropriate physical contact and inappropriate comments of a sexual or gender-based nature. Inappropriate activities range from telling jokes of a sexual nature, talking about a person's physical appearance, accessing on the Internet materials of a sexual nature, possession of sexually suggestive objects or pictures in the work place, use of sexually degrading or demeaning words to describe or refer to a person, or unwanted physical contact. Sexual harassment can also include the threat or insinuation that submission to or rejection of a physical advance or flirtation will affect an individual's employment, wage or contract with the Company.

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*My manager is always after me to wear my hard-hat and goggles. It's my body. Don't I have the right to decide whether to wear personal safety equipment?*

No. You must follow Company policy related to safety issues at work. The Company is committed to providing a safe and healthy work environment for our employees, contractors and visitors. We believe that following sound safety management practices can prevent accidents. One person's decision to not comply with safety rules, including those relating to personal protective gear, often can create a risk of injury for others working nearby. In addition, the Company could be held liable for an individual's decision to not wear personal protective equipment. In the workplace environment, the decision to comply with any or all of the safety requirements is not one of personal freedom alone. Every person is responsible for working safely and is expected to comply with established safety rules and procedures.

## US Supplement





# Compliance



Our *Shared* ethics

