

Scope

This Policy applies to all Amgen, Inc. and subsidiary or affiliated company staff members, consultants, external workers, secondees, and temporary staff worldwide. Consultants, external workers, secondees, and temporary staff are not Amgen employees, and nothing in this Policy should be construed to the contrary.

Purpose

The antitrust and competition laws and regulations of the United States (U.S.) and other countries are generally designed to promote fair competition and seek to protect market and allocative efficiencies by prohibiting certain agreements and conduct that might unreasonably restrain competition, including conduct that results in an unjustified monopoly position (U.S.) or promotes the abuse of a dominant market position (European Union). Accordingly, Amgen will not tolerate any business transaction or activity involving Amgen or you that violates the antitrust and competition laws or regulations of any country or region in which Amgen conducts business. Antitrust and competition laws and regulations are complex and the potential legal consequences of violating these laws and regulations are significant, including potential criminal penalties. Therefore, you are urged to consult the Law Department for guidance if you have any questions about their applicability.

Policy

It is Amgen's policy to comply with the antitrust and competition laws and regulations of the U.S. and European Union, as well as similar laws and regulations existing in other countries and regions. This Policy sets forth the requirements for (1) the types of activities that, if not undertaken in an appropriate manner, could implicate antitrust and competition laws or regulations, and (2) compliance generally with these competition laws and regulations.

If you are about to engage in or are confronted with a situation you believe may involve or run afoul of any applicable antitrust or competition law or regulation, you must consult the Law Department for guidance.

Dealing with Actual or Potential Competitors

You may not coordinate with competitors regarding which products are to be produced, in what quantities, to whom they will sell, and at what prices, terms, and conditions. Actual or potential competitors are not permitted to act in concert, including signaling to one another, or agree among themselves, to fix, set, or control any of the aspects just described, except in rare circumstances and with regulatory approval.

To avoid an appearance of collusion or improper conduct, you must not engage in public or private, oral, or written contracts, discussions, or agreements with an actual or potential competitor for product sales, services, or talent (e.g., employees) about the following matters without first being advised by, and granted permission to do so, by the Law Department:

- Pricing policies, discounts, margins, rebates, and other terms and conditions of sale;
- Pricing practices or trends of suppliers, wholesalers, distributors, or customers;
- Wages/compensation, benefits, or terms of employment for potential employees;
- Bids, the intent to bid, or bid procedures;
- Projected profits, profit margins, market shares, or product concentrations within an identified market;
- Costs and projected costs;
- Business, marketing, and promotional plans, including product launch dates or controls or limitations on advertising initiatives;
- Customer or supplier selection, rejection, or termination;
- Not selling to or buying from particular individuals or firms (so-called boycotts);
- Not soliciting or hiring another company's employees;
- Current or potential research activities;
- Credit terms;
- Freight charges or royalties;
- Allocating sales territories, customers, customer lists, or a particular customer's business;
- Controlling the rate of production or market supply of any product or raw materials essential to the completion of any product; or

If any party asks you to enter into an illegal or questionable agreement or to share information about Amgen practices, you must take the following actions:

- Inform the party that (a) such discussions may be illegal, and (b) you will not discuss this subject;
- Immediately leave the meeting, noting your departure in any meeting minutes; and
- Immediately inform your supervisor, the Chief Compliance Officer, or the Law Department about the incident and make a detailed note for the file.

Dealing with Customers and Distributors

Companies must ensure their business practices and competitive actions do not give the appearance of an attempt to engage in unfair competition (e.g., abuse of a dominant position in the marketplace). Accordingly, you should exercise caution and must consult with the Law Department before engaging in any conduct of the type noted below, especially when it involves products for which Amgen has high market shares or market power:

- Enter into agreements or understandings with wholesalers/distributors about the prices that the reseller will charge its customers;
- Requiring a customer purchase one Amgen product as a precondition in order to purchase a second Amgen product (i.e., tying);
- Requiring a customer to buy from Amgen before buying from the customer (i.e., reciprocal dealing);
- Selling multiple Amgen products together for a discounted rate (i.e., bundling);
- Entering into agreements in which Amgen limits the individuals or firms from whom it will purchase goods or services, or attempting to limit a customer's right to purchase goods and services from others (i.e., exclusive dealing);
- Discriminating with respect to price, discounts, or allowances among similarly-situated and competing customers.

In addition, you must never:

- Induce customers to terminate, breach, or violate contracts with competitors; or
- Bribe customers or suppliers in order to help Amgen's business interests or hurt competitors.

Other Considerations

You must assume that your files and documents (including emails) will be produced to, and reviewed by, the antitrust or competition authorities in connection with investigations or claims involving competition or antitrust issues. Accordingly, Amgen documents (including your documents) must not inadvertently raise concerns under antitrust laws or regulations. Therefore, you should use care in preparing internal and external documents to ensure that they comply with the principles set forth in this Policy.

Note that it is not Amgen's policy to "dominate" or "control" markets, exclude rivals from access to customers or suppliers, or engage in pricing practices that would harm customers. Accordingly, you should avoid the use of overly aggressive or colorful language that suggests or gives the appearance of conduct or activity that would be contrary to this Policy or applicable law. Language focusing on the benefits and services offered by Amgen to customers is preferred to language dealing with competitors. You are encouraged to consult with the Law Department if you have any questions concerning this subject.

Mergers, acquisitions, joint ventures, and licensing arrangements can raise antitrust and competition issues, as well as trigger certain regulatory reporting obligations (e.g., Hart-Scott-Rodino Antitrust Improvements Act and equivalent premerger notification requirements at EU or national levels). If you are engaged in such activities, you should ensure appropriate participation by, or obtain guidance from, the Law Department.

Note that communications with authorities and use of regulatory procedures can raise antitrust and competition issues, for instance, if the sole purpose or primary intent is to restrict competition. Similarly, knowingly misleading customers (healthcare professionals, pharmacists, and buying groups) about competing products can raise antitrust and competition issues. Accordingly, you are encouraged to consult with the Law Department if you have any questions concerning this subject.

You might participate in industry conferences, trade association meetings, and other meetings or activities with personnel from competitor companies. During such meetings and activities, you must avoid discussions or interactions that could violate antitrust and competition laws and regulations and should abide by the codes of conduct or guidelines issued by the trade association as well as by the Law Department. If a meeting of the organization starts to cover topics that are off limits for the parties to discuss, you must:

- Inform the parties that (a) such discussions may be illegal, and (b) you will not discuss this subject;
- Immediately leave the meeting, noting your departure in any meeting minutes; and
- Immediately inform your supervisor, the Chief Compliance Officer, or the Law Department about the incident and make a detailed note for the file.

Additionally, as a general practice, you should avoid disparaging competitors to customers. Statements concerning competitors that cannot be substantiated may violate unfair competition and antitrust laws or regulations. As stated previously, language focusing on the benefits and services offered by Amgen to customers is preferred to language dealing with or concerning competitors, whether actual or perceived. In addition, while you may urge a customer to exercise its rights under a contract, you should not urge or counsel a customer to violate or terminate a valid and enforceable contract with a competitor.