

## Corporate Policy: **CODE OF CONDUCT**

**Official Short Title:** Code of Conduct

### Key Requirements

- Conduct the Company's business with honesty and integrity and in a professional manner that protects the Company's good public image and reputation.
- Build relationships with customers, vendors and fellow employees based on trust and treat every individual with respect and dignity in the conduct of Company business.
- Become familiar with and comply with legal requirements and Company policy and procedures.
- Avoid any activities that could involve or lead to involvement in any unlawful practice or any harm to the company's reputation or image.
- Avoid actual or potential [conflicts of interest](#) with the Company, or the appearance thereof, in all transactions

### Why do we have this policy?

GSK is committed to high standards of business conduct. It is vital to the reputation and financial success of GlaxoSmithKline that we conduct our business with honesty and integrity and in compliance with all applicable legal and regulatory requirements.

Where does this policy apply?	
Global	✓

## What does this policy say?

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## Purpose & Application

### 1. Purpose

This Code of Conduct sets out the fundamental standards to be followed by employees in their everyday actions on behalf of the Company and seeks to promote honest and ethical conduct. Further guidance on the Company’s standards in specific areas will be provided through related corporate policies and guidelines.

### 2. Scope

This policy applies to all GSK employees world-wide, within all sectors, regions, areas and



functions.

## Specific Requirements

### 3. Responsibility

#### 3.1 Responsibilities & Accountability

All GlaxoSmithKline employees must uphold these standards in the conduct of Company business and the Company must handle, in a manner consistent with these standards and related policies, all actual and apparent conflicts of interest between personal and professional relationships and all other matters governed by this Code and such related policies. If a decision about a particular action is not covered specifically by this Code or related corporate policies, employees are required to seek guidance from their supervisor or appropriate internal resources, such as the Legal Department, Human Resources or Compliance Officers.

Failure by any employee to comply with this or any GSK policy will subject employees, including supervisors who ignore prohibited conduct, or have knowledge of the conduct and fail to correct it, to disciplinary action up to and including separation from employment with the Company.

When in doubt as to the correct action to take, ask the following question. “Would I feel comfortable in explaining this action to my family or close friends or seeing my action reported on the front page of the local newspaper?” The Company is best served when each employee’s answer to this question is an unqualified, “Yes.”

#### 3.2 Manager’s Basic Duties

Senior management should be a role-model for these standards by visibly demonstrating support and by regularly encouraging adherence by managers. Managers should ensure all their employees receive guidance, training and communication on ethical behavior and legal compliance relevant to their duties for the Company.

## 4. **Communication of Issues**

- 4.1. Provide accurate and reliable information in records submitted, safeguard the Company's confidential information, and respect the confidential information of other parties with whom the Company does business or competes.
- 4.2. Promptly report to the Company any violations of law or ethical principles or Company policies that come to the employee's attention, and cooperate fully in any audit, enquiry, review or investigation by the Company.
- 4.3. Provide the Company's External Auditor with access at all times to the Company's records and accounts (in whatever form they are held) and provide additional information as requested by the External Auditor. If such requested information is legally privileged the employee must contact the Legal Department before responding to the request.

# Definitions & Administration

## Glossary

The following words have specific meanings when used in this Policy.

“**Conflict of Interest**” occurs when an employee allows the prospect of personal gain to influence his or her actions in the conduct of company business.

## Administration

**Approval:** GSK Corporate Executive Team

**Sponsor:** GSK Chief Executive Officer; J.P. Garnier

**Author:** Corporate Compliance Officer

**Date:** 27 December, 2000

**History:** New GSK Policy;

- 3 April, 2003 - POL-GSK-001 v02
- 23 January, 2006 - POL-GSK-001 v03
- 5 June, 2007 - Version 4 revised the original policy to use the new template.

## Waivers

None

## Appendix

None

## Related Policies and Procedures

POL-GSK-006 - Conflicts of Interest