

AMERISOURCEBERGEN CORPORATION

CODE OF ETHICS AND BUSINESS CONDUCT

STATEMENT OF POLICY: AmerisourceBergen Corporation, including its subsidiaries and affiliates (collectively referred to below as the “Company”), is committed to the belief that, as a principle of sound management, all business dealings shall be conducted with the highest level of business ethics, honesty, and integrity. It is the responsibility of all directors, officers and employees to be constantly aware of the necessity of ethical conduct. Directors, officers and employees must refrain from taking part in, or exerting influence in, any transactions in which their own interests may conflict with the best interests of the Company.

PROCEDURE: All directors, officers, employees and members of his/her family* shall conduct themselves in a manner consistent with the above Statement of Policy in all business dealings, including, but not limited to, the following specific areas:

- **Conflict of Interest.** No director, officer or employee shall take any action which would: (1) directly or indirectly be in competition or foster competition with the business interests of the Company; (2) interfere with the contractual relations of the Company with customers, suppliers or others; or (3) diminish or disparage the reputation of the Company. It is the responsibility of every director, officer and employee to alert the Company to any potentially conflicting relationships. The Company shall have sole discretion to approve, conditionally approve or disapprove participation in such relationships by a director, officer or employee.
- **Business Interests.** Except for ownership of publicly traded stock, director, officers and employees are prohibited from having any personal financial interest in any individual or business organization that furnishes merchandise, supplies, property or services to the Company. This includes arrangements to receive loans (other than bank loans), commissions, royalties, property shares or anything of value other than the normal stock and bond market transactions. Directors, officers and employees are further prohibited from conducting Company business with a business organization in which a close relative of the director, officer or employee has a substantial ownership interest (greater than 5%) without the prior consent of the Company.
- **Fair Competition.** Under no circumstances will any director, officer or employee of the Company enter into arrangements with competitors affecting pricing or marketing policies or engage in practices or procedures that violate Antitrust Laws or other laws regulating the conduct of Company business.
- **Confidential Information.** All directors, officers and employees shall hold in strictest confidence and shall not, directly or indirectly, in any manner, disclose to any person or entity, or use for the benefit of himself/herself or others, any information deemed “Confidential” by the Company, except in connection with and for the benefit of the

Company's business and in strict compliance with Company rules, policies and directives, or otherwise as expressly permitted in writing by the Company. No director, officer or employee shall use knowledge of the Company's confidential dealings, learned through his/her association with the Company, for personal gain or advantage, nor shall he/she disclose such information to enable others to profit from it. In particular, directors, officers and employees who have information that could affect the price of Company stock or the stock of another business organization with which the Company does business shall not buy or sell either stock, unless and until the information has been released to the public. Confidential information of this type includes, but is not limited to, pricing, customer lists, scientific or technical information, designs, data processes, procedures, formulas or improvements thereto.

- Insider Trading. It is the policy of this Company that no director, officer or employee shall (i) while in possession of material, nonpublic information trade in any of the Company's securities, (ii) disclose material, nonpublic information to others, or (iii) recommend the purchase or sale of securities to anyone based upon material, nonpublic information. It is not the intention of this policy or any other policy of the Company to create or impose liability upon the Company that would not exist in the absence of such policy.
- Work Product. An officer or employee must promptly disclose to the Company, in writing and in form satisfactory to the Company, all discoveries, developments, improvements and inventions, whether or not patentable (hereinafter referred to as "Inventions"), conceived or made by officer or employee during regular working hours with the Company (whether or not they are related to his/her work) or conceived or made by officer or employee at any other time during the period of employment with the Company which relate to his/her work for the Company or to the operations of the Company. An officer or employee shall assign such inventions to the Company and execute such documents and to do such things, at the expense of the Company, for the filing of patent applications and issuance of patent applications and take all other action necessary to provide for exclusive ownership by the Company of such inventions and patent applications and patents.
- Corporate Assets, Books and Records. The Company shall maintain complete, true and accurate business records. No inaccurate or misleading entries shall be made in the books of the Company. Falsification of any Company record is strictly prohibited. "Off-the-books" accounts and/or "slush funds" shall not be established for any purpose. Any violation of the foregoing is subject to disciplinary action up to and including termination. Any officer or employee who has knowledge or information regarding any false entries, such funds or fraudulent activities must immediately report same to his/her supervisor. If reporting to your supervisor is not appropriate or would be ineffective, or if you have any questions regarding the proper use of Company assets, books and/or records, contact the General Counsel or the Internal Audit Department. Directors, officers and employees shall protect the Company's assets and ensure their efficient use.

- Acceptance of Gifts, Other Benefits or Honorariums. Directors, officers and employees shall not seek or accept personal gain, directly or indirectly, from anyone soliciting business from or doing business with the Company. Directors are not permitted to accept gifts or to have any travel, living or entertainment expenses paid for themselves, or members of their families, other than gifts or expenses of nominal value, or to accept any loans or guarantees of obligations, from or by any person or entity currently doing business or seeking to do business with the Company, unless approved by the Company's General Counsel, the Governance and Nominating Committee or the Board of Directors. Officers and employees are not permitted to accept gifts or to have any travel, living or entertainment expenses paid for themselves, or members of their families, other than gifts or expenses with a value not in excess of \$100.00, or to accept any loans or guarantees of obligations, from or by any person or entity currently doing business or seeking to do business with the Company, unless approved in advance and in writing by his/her supervisor. Gifts to officers and employees or expenses paid for officers and employees, or members of their families, with a value in excess of \$500.00 from or by any person or entity currently doing business or seeking to do business with the Company require written approval by his/her supervisor and the Company's Chief Executive Officer. Honorariums paid to officers and employees must be declined or paid over to the Company. Questions regarding appropriate behavior in this regard shall be directed to the General Counsel.
- Bestowing Gifts or Other Benefits. Directors, officers and employees shall not offer personal or unauthorized business courtesies to any customer or supplier for the purpose of or in exchange for obtaining favorable treatment or with a view toward securing a contract, or securing favorable treatment with respect to the formulation of Request for Proposals or bids, the awarding or amending of any contract, or the making of any determination with respect to the Company's performance of his/her obligations under contract. Except for restrictions that apply when dealing with government representatives, directors, officers and employees may pay for reasonable business related meals, refreshments, and/or entertainment expenses for customers and suppliers that are incurred only occasionally, are not requested or solicited by the customer, and are not intended to or could not reasonably be perceived as affecting business decisions. Government representatives shall not be offered or given, directly or indirectly, anything of value that they are prohibited to accept by applicable agency regulations relating to standards of conduct. Directors, officers and employees dealing with such government representatives are responsible for complying with the agency's standards. Questions regarding appropriate behavior in this regard shall be directed to the General Counsel.
- Contributions to Political Parties or Candidates. The Company will not directly or indirectly suggest that directors, officers or employees contribute to political parties or candidates for office nor will any member of management directly or indirectly suggest that employees contribute to any particular party or candidate. Acts of hospitality toward public officials shall be of such a scale and nature as to avoid

compromising the integrity or impugning the reputation of the public official or the Company.

- Equal Employment Opportunity. The Company is an equal opportunity employer in all of its policies regarding recruitment, hiring, transfers, promotions, compensation, benefits, layoffs, recalls, and other terms and conditions of employment. All policies shall be administered without regard to race, color, creed, religion, national origin, sex, age, veteran status or disability, provided such disability does not unreasonably impair the employee's ability to perform the essential functions of the job consistent with the requirements of federal, state and local law. All personnel decisions shall be made by utilizing objective standards based upon the individual's qualifications as they relate to the particular job.
- Other Employment. Officers and employees shall not accept other employment without the prior written consent of the Company. Under no circumstances shall officers and employees accept other employment by any individual or business organization that (1) furnishes merchandise, supplies, property or services to the Company; (2) is a customer of the Company or (3) is a competitor of the Company.
- Service as an Officer or Director. No officer or employee shall serve as an officer or director of another business organization without prior written approval of the General Counsel of the Company.
- Prohibited Activities. The following activities are to be strictly avoided by all directors, officers and employees:
 - a. Existence of an interest in any transaction involving the Company or its subsidiaries which may impair the objective and impartial representation of the Company by the director, officer or employee.
 - b. Speculation or dealing goods, commodities or products required, dealt in or sold by the Company and its subsidiaries.
 - c. Appropriation to personal benefit of a business opportunity in which the Company or a subsidiary might reasonably be expected to be interested, without first making available the opportunity to the Company or subsidiary.
 - d. Use of the Company's property, information or position for personal gain.
 - e. Competing with the Company.
- Fair Dealing. Directors, officers and employees shall deal fairly with the Company's customers, suppliers, competitors and other employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.
- Compliance. Directors, officers and employees shall comply with all federal, state and local laws, regulations and rules, including federal securities laws.

CONSEQUENCES FOR VIOLATIONS: The Company shall take appropriate action in the event of any failure or refusal by any director, officer or employee to comply with this Code of Ethics and Business Conduct. A failure or refusal by any officer or employee to comply with any portion of this Code of Ethics and Business Conduct shall be grounds for disciplinary action, which may include reprimand, probation, suspension, reduction in salary, demotion or dismissal. The Company may dismiss the officer or employee, sue to recover any illegal payments and, where applicable, prosecute the officer or employee and the other parties involved. In addition, disciplinary action will be taken against any superior of the officer or employee who directs or approves the action that constitutes an infraction of these rules, or who has knowledge of such actions and does not take prompt measures to prevent or correct them. If you have reason to believe that a director, officer or employee has violated this Code of Ethics and Business Conduct, you should immediately report the violation to the General Counsel of the Company. The Company will not allow retaliation against officers and employees who report violations of the Code of Ethics and Business Conduct in good faith.

Any waiver of the application of the Code of Ethics and Business Conduct to directors or executive officers** of the Company shall be made either by the Board of Directors or the Governance and Nominating Committee. All requests for such waivers must be presented to the Board of Directors or the Governance and Nominating Committee in writing. The Board of Directors or the Governance and Nominating Committee shall respond to all such requests for waivers within thirty (30) days. All waivers shall be promptly disclosed to the shareholders of the Company.

*Members of the family include spouse, children, stepchildren, parents, stepparents, brothers, sisters, grandparents, in-laws and any person living in the same household.

**Executive officer refers to any officer as defined for purposes of Section 16 of the Securities Exchange Act of 1934.

Revised as of December 8, 2003