

# Code of Business Conduct

*Integrity begins with you*



# HOSPIRA'S EIGHT PRINCIPLES OF INTEGRITY



Use Your Ethical Compass

Hospira's Code of Business Conduct is based on a set of *Eight Principles of Integrity* listed below. Think of the *Eight Principles of Integrity* as points on an ethical compass and use them to do the right thing in your job and workplace.

## **PRINCIPLE # 1**

Comply with All Laws and Regulations and Hospira's Policies and Procedures

## **PRINCIPLE # 2**

Promote a Culture of Integrity, Respect and Trust in the Workplace

## **PRINCIPLE # 3**

Act with Integrity in the Use of Hospira's Assets

## **PRINCIPLE # 4**

Assure Integrity of Hospira's Books and Records

## **PRINCIPLE # 5**

Safeguard Hospira's Confidential Information and Individuals' Privacy and Confidential Information

## **PRINCIPLE # 6**

Act with Integrity in All Interactions with Organizations and Individuals Outside of Hospira

## **PRINCIPLE # 7**

Avoid Conflicts of Interest

## **PRINCIPLE # 8**

Accept the Responsibility of Being an Ethical Global Citizen

## A MESSAGE FROM THE CEO



Dear Colleague:

I am pleased to present Hospira's Code of Business Conduct ("the Code") to you. The Code applies to all of Hospira's officers, employees, contractors and agents in all of Hospira's operations worldwide.

It builds on Hospira's Vision, Values and Commitment with a particular emphasis on the first two Values – *integrity* and *accountability/ownership*. When you reflect on the products and services that we provide to healthcare professionals and patients around the world, the need for integrity and accountability is apparent. People's lives depend upon our actions and our decisions, so we must be guided by integrity and we must hold each other accountable for what we do.

The Code focuses first on the Value of integrity. We reached out to employees and others who interact with Hospira to provide a common understanding of what the word "integrity" means. Several of your responses appear on page 2 of the Code.

Discussions with many of you also gave rise to the *Eight Principles of Integrity* set forth in the Code of Business Conduct. We are a new company and we have a great opportunity to establish Hospira's reputation as an ethical company. By following those *Eight Principles of Integrity*, each of us will be contributing to the success of Hospira.

That is where the second of Hospira's Values, *accountability/ownership*, becomes important. Each of us has a responsibility to act ethically and to do the right thing. Those who do not act with integrity in Hospira will be held accountable for their actions. We must demonstrate that our way of doing business is founded upon ethics and integrity. To do that, we must all take responsibility for our individual actions.

Please take the time to read and understand the Code. Ask questions if there is something that is not clear. In addition, if you have an ethical or legal issue or concern, I would encourage you to talk with your manager, another manager, Human Resources, Legal or the *Office of Ethics & Compliance*. You should use the Code like an ethical compass to guide you in doing the right thing.

Thank you for your support and commitment to integrity.

A handwritten signature in black ink, appearing to read "Chris Begley". The signature is stylized and cursive.

Chris Begley  
Chief Executive Officer

# INTEGRITY BEGINS WITH YOU

## So we asked...

### “What does integrity mean to you?”

Integrity, Hospira's first Value on which Hospira's Code of Business Conduct is based, is a word that is often used in the Code and elsewhere in our world. Because it is the basis for the Code, it is important that we all understand what the word "integrity" means for Hospira. Hospira's *Office of Ethics & Compliance* (also referred to as "the OEC") asked you, Hospira employees, contractors and agents, as well as our customers and suppliers in locations around the world to tell us what "integrity" means. Here are some of the responses:

"It makes me think of the Golden Rule: 'Treat others the way you want to be treated.'"

– *Production employee*

"It means honesty – doing what you say you're going to do."

– *Sales representative* (and nearly everyone we spoke to)

"Fair and honest dealing with employees, customers and shareholders."

– *Financial manager*

"Honoring commitments and telling the truth. Your word is your bond."

– *Customer*

"Doing the right thing. Making the right decision." – *Administrative Assistant*

"It's about working safely, following procedures, and making products that are safe and effective."

– *Engineer*

"It's the key to our success. If a person or an organization doesn't have integrity, neither will be successful ultimately."

– *Corporate attorney*

## What does “integrity” mean to you?

In defining "integrity," the words "honesty" and "trust" were the key words used. It is these two qualities upon which we must build to continue Hospira's success. That's why...

**Integrity begins with you**

## THE INTEGRITY TEST

### What is expected of you?

- Be familiar with and comply with the Code of Business Conduct and the *Eight Principles of Integrity*.
- Avoid conduct that violates the Code.
- Promptly report any potential violation of the Code to your manager, another manager, Human Resources, Legal or the *Office of Ethics & Compliance*.
- Cooperate in any inquiry into the facts.
- Use "The *Integrity Test*" when you are faced with a difficult decision.

### When you are faced with a difficult issue, use "The Integrity Test" to lead you to the right decision.

- Is it the right thing to do?
- Is it legal?
- Is it consistent with the Code?
- What would the consequences be for you and for others?
- How would your family or friends react?
- How would it look in the newspaper or on television?
- When you look yourself in the mirror, will you be able to say, "I made the right decision. I followed my ethical compass"?



OFFICE OF

**Ethics & Compliance**

*Integrity begins with you*

**OEC Helpline:**  
1-866-311-4OEC (4632)

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# INTRODUCTION

## What Are Our Vision, Values and Commitment?

### OUR VISION

**"Advancing Wellness™ through the right people and the right products."**

### OUR VALUES

**Integrity:** We build respect and trust in our company products and selves by setting high standards and acting on our values

**Ownership/Accountability:** You are the heart and soul of our company. Your words and actions determine our reputation. As an owner of our company, you are counted on to advance our performance by meeting your commitments and keeping your promises.

**Speed:** You are empowered and expected to act quickly and decisively in everything you do while making informed decisions and ethical judgments.

**Entrepreneurial Spirit:** We respect and encourage visionary thinking by embracing people who are passionate champions of creative ideas and who are willing to preserve on behalf of innovation.

### OUR COMMITMENT

Hospira has an unwavering commitment to:

- Our customers, delivering on our promise by serving their needs with integrity and trust.
- Our employees, by embracing diversity of thought and cultural perspective, and fostering an environment of empowerment, fairness and respect.
- Our shareholders, by safeguarding their investment and providing a fair return.
- Our communities, acknowledging our social responsibility through active citizenship and thoughtful giving.

## Who Does the Code Apply To?

The Code applies to all officers, employees, contractors and agents of Hospira, Inc. and its subsidiaries worldwide (which are collectively referred to as "Hospira" in the Code). The Code also applies to all businesses that Hospira owns or has a majority interest.

## What Is the Purpose of the Code?

Hospira's Code of Business Conduct (the "Code") is a guide, an ethical compass, for making decisions that support Hospira's Vision, Values and Commitment. Like a compass, the Code has eight points – referred to as the *Eight Principles of Integrity* – that set the course for all of us to follow within Hospira.

The Code and the *Eight Principles of Integrity* reflects Hospira's commitment to the high ethical standards that are the foundation of trust between Hospira, our employees, contractors and agents who work for the company, the healthcare professionals and customers Hospira serves, their patients, our suppliers, our communities and Hospira shareholders.

The Code does not address all the situations that you may come across. The Code is designed to be an ethical compass to help you make the right ethical decision on behalf of Hospira. You are responsible for determining and complying with the general principles of the Code when making the best decision for Hospira and yourself.

## What Is Required of You?

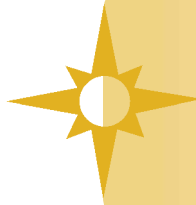
### Read, Understand, Certify and Follow the Code.

You are required to read, understand and follow the Code. To help you understand the Code, you will receive training provided by the *Office of Ethics & Compliance*, your management or your Human Resources representative. At the end of that training, you will be given a short test and expected to sign a "Statement of Ethics and Compliance" to confirm that you have read, understood and will comply with Hospira's Code of Business Conduct. This process shall be repeated periodically. Code training, testing and certification shall also be a part of new hire orientation in each facility of Hospira. You should use the Code to guide you in your job and in your workplace.

## What Is Expected of Management?

If you are a member of Hospira management, you have additional responsibilities under the Code. You are expected to conduct and participate in interactive discussions with employees, contractors and agents who work for you that will reinforce the significance of the Code and the *Eight Principles of Integrity* within Hospira.

The *Office of Ethics & Compliance* will identify those managers who shall complete an annual "Certification of Ethics and Compliance." The certification will enable managers to attest to the fact that they have discussed the importance of the Code, compliance with the Code, and ethical behavior with their staff, and have reported all potential or actual Code violations. This certification will be retained by the *Office of Ethics & Compliance*.



*Does the requirement to comply with the Code apply to everyone in Hospira, regardless of level?*

*Yes, this requirement applies equally to all of us.*



## PRINCIPLE # 1

*Comply with All Laws and Regulations and Hospira's Policies and Procedures*



### Which Laws and Regulations Apply to You?

You must follow the laws and regulations of the country in which you live. If you work in another country, you must also abide by that country's laws and regulations while you work there.

Because you work for or with Hospira, you may also be subject to certain laws and regulations of the countries in which Hospira is doing business, even if you do not live or work in those countries. Some examples of United States laws and regulations that have applicability within and outside of the United States are the Foreign Corrupt Practices Act ("FCPA"), the Federal Food, Drug and Cosmetic Act and regulations that contain Good Manufacturing Practices ("GMP"). It is your responsibility to know and comply with the laws and regulations that apply to you and your job including those laws related to government healthcare programs.

The same is true for Hospira. Under the laws that apply to corporations, Hospira is deemed to be a "person" that must also abide by the laws and regulations that apply to it. That means that Hospira must comply with the laws and regulations of the United States and other countries in which it operates and does business.

### What Policies and Procedures Apply to You?

Hospira's policies and procedures provide specific instructions for how you must do your job. Some policies and procedures apply to anyone who works with or for Hospira, such as Hospira's Corporate Finance Manual ("CFM") and the Environmental, Health and Safety ("EHS") Policy and Standards. Some of Hospira's policies and procedures apply to specific facilities or jobs.

You are responsible for knowing and following all the policies and procedures that apply to you and to your job. Here are some examples of Hospira's policies and procedures that might apply to you:

- If you are an employee or contract worker of Hospira, you must comply with the Human Resources Policies and Procedures.
- If you work in Manufacturing or Quality, you need to know and follow your plant's operating procedures that apply to your area.
- If you interact with healthcare professionals and other customers, you must follow the procedures in your country or region that apply to those interactions. For example, for interactions with healthcare professionals in the United States, you must follow Hospira's Procedures for Interactions with Healthcare Professionals.
- If you are involved in the procurement of products or services, you must follow Hospira's Purchasing Policies and also abide by the Hospira Supplier Code of Conduct.
- If you are involved in clinical research and development, you must adhere to Hospira's Bioethics Policy.
- If you travel on Hospira business, you must follow Hospira's Travel Policy.



*I have heard that Hospira's policies require that we report or correct unsafe behavior in the workplace. If I don't do that, would I be in violation of the Code?*

*Yes, you would be violating the Principles of Integrity #1 and #2. Use your good judgment: That unsafe behavior may put you and others in danger.*

Many of Hospira's policies and procedures can be found through the Intranet homepage at [www.OurHospira.corp](http://www.OurHospira.corp). If you do not know what policies and procedures apply to you, contact your manager.

There are many laws, regulations, policies and procedures that apply to you and your job. *Principles of Integrity #2 through #8* will help to guide you toward compliance with those laws and regulations and Hospira's policies and procedures.



*What should I do if I am not sure if an activity that I observe on the job is legal in my country?*

*Ask for guidance from your manager, another manager, Human Resources, Legal or you can contact the OEC.*



## PRINCIPLE # 2

*Promote a Culture of Integrity, Respect and Trust in the Workplace*



### Respect for Each Other

Integrity means treating each other with respect. The Golden Rule applies: You treat others the way you expect to be treated – fairly, honestly, with integrity, respect and trust. An integrity-based culture promotes a workplace that you can be proud of and enjoy.

### Equal Opportunity

The diversity of our workforce is one of Hospira's greatest strengths. As a global company, Hospira fosters diversity of approaches and cultures. Hospira is committed to providing a positive work environment in which each individual has the opportunity to work in a professional atmosphere, free from discrimination based on race, sex, religion, color, national origin, age, mental or physical disability, veteran status, sexual orientation, marital status, ancestry, citizenship status or any other reason or activity prohibited by law.

Hospira is also committed to a supportive work environment where every individual has the opportunity to reach his or her full potential as a contributor to Hospira's continued success.

### No Harassment

Hospira is committed to a professional environment free from verbal or physical intimidation or harassment based on race, sex, religion, color, national origin, age, mental or physical disability, veteran status, sexual orientation, marital status, ancestry, or citizenship status.

You should immediately report to your manager, another manager, Hospira's Human Resources Department ("HR"), Hospira's Legal Department ("Legal") or the *Office of Ethics & Compliance* any conduct that you believe violates this *Principle of Integrity*. All allegations will be investigated.

## Health and Safety

Hospira is committed to providing a safe, healthy and productive work environment. Regardless of your job or work area, you are expected to:

- Know the health and safety requirements for your job, even if you are doing it on a temporary basis.
- Conduct yourself in a manner that promotes and protects individual health and safety – yours and others.
- Look for ways to improve safety and reduce risk to your and others' individual health and safety.
- Correct and/or report unsafe or potentially dangerous conditions or behavior immediately to your manager, another manager, Human Resources, Security, Legal or the *Office of Ethics & Compliance*.

## No Weapons or Violence

Firearms and any other weapons are strictly prohibited on Hospira premises and in the workplace. The presence of any weapons on Hospira premises should be immediately reported to Hospira Security personnel at the facility or local law enforcement authorities.

Acts of violence on Hospira's premises and in the workplace are also strictly prohibited. Any threat or act of violence will result in appropriate disciplinary measures, up to and including termination. Threats or acts of violence outside of the Hospira workplace may have the same consequence as if committed in the workplace.

## No Drugs or Alcohol

Hospira's policy is to maintain a drug-free work environment. Possession, use or being under the influence of alcohol or illegal drugs is strictly prohibited. If you participate in company-sponsored events where alcoholic beverages are available, you must use good judgment, behave in a manner appropriate for a company function and take reasonable measures to assure individual and public safety.

## Smoke-Free Workplace

Smoking represents a potential health risk to the smoker and others in the proximity. Smoking on Hospira's premises is prohibited.

*A manager is making improper advances to one of my co-workers, who is afraid to report the problem to anyone. What, if anything, should I do?*

*Workplace harassment is prohibited. Encourage your co-worker to report the matter to another manager, Human Resources, Legal or the OEC. If the co-worker is unwilling to report it, then you should report the matter. Retaliation is strictly prohibited.*



## PRINCIPLE # 3

### *Act with Integrity in the Use of Hospira's Assets*



You are expected to protect and use Hospira's assets responsibly. Hospira's assets include its facilities, products, components, raw materials, money, postage, supplies, equipment, vehicles, electronic media and other resources. Theft and misuse of Hospira's assets may result in disciplinary action, up to and including termination.

### Use of Hospira Phones, E-mail, Internet, Faxes and Other Electronic Media

Company electronic media, including e-mail, Internet, phone and fax services, are intended for business use and should not be used for any purposes that violate the Code.

The incidental personal use of Hospira phones, faxes, computers, e-mail and Internet is allowed, provided that such use does not interfere with Hospira's business, your performance or that of others, or violate the Code. However, Hospira strictly prohibits the downloading or transmission of messages or materials that have content that is threatening, obscene, harassing, unlawful, unethical or inappropriate in subject matter, including gambling, pornography, sexually explicit or graphic materials or language, ethnic or racial epithets, slurs or stereotyping. This activity will be subject to disciplinary action, up to and including termination.

### Software License Requirements

Hospira requires that any software used on Hospira computers or for business purposes be subject to proper licenses. The copying or use of unlicensed or "pirated" software on Company computers or other equipment to conduct Hospira business is strictly prohibited.

*There is an old printer in one of the storage areas near my office. I am sure the printer won't be used again. Is it okay if I take it home for my personal use?*

*The printer is a Hospira asset. Taking it home for your personal use would be theft.*

*What should I do if someone sends pornographic materials in an e-mail to my Hospira computer?*

*Delete the material immediately and tell the sender not to send such material to you in the future.*

### Use of Company Assets

Hospira strives to provide you with assets that you need in order to do your job, including tools, phones, computers, equipment, supplies and other items. These assets are provided for Hospira's business purposes, unless specifically authorized for other purposes.



## PRINCIPLE # 4

### *Assure Integrity of Hospira's Books and Records*

#### Accuracy

Accurate information and reporting is essential for good decision-making. All of Hospira's books and records must be accurate, full, fair and honest and comply with Hospira policies and procedures. The term "books and records" applies to all business documents and records, including but not limited to production records, research notes, lab books, clinical studies, accounting records, engineering reports, regulatory submissions, expense reports, invoices, grant requests, bills of lading and price reports.

#### Financial Books and Records

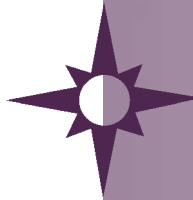
Hospira is committed to providing accurate, full, fair, timely and understandable financial books, records and accounts, in accordance with the applicable external accounting requirements, such as Generally Accepted Accounting Principles ("GAAP").

#### Disclosure

You are expected to provide full, accurate, fair, timely and understandable disclosures when making public communications or in reports and documents filed with government agencies, such as the United States Securities and Exchange Commission ("SEC") and the Food and Drug Administration ("FDA").

#### Record Retention

All records and documents that you create or are responsible for should be retained for the period of time required by Hospira's record retention policies and procedures and local legal and regulatory requirements. These policies, which may be revised from time to time, are based on applicable legal and regulatory requirements and legitimate Hospira business needs.



*What should I do if my supervisor tells me to sign a QA record for someone else?*

*You should refuse. It would be a violation of Principle of Integrity #4. You should also report the conduct to a manager, HR, Legal or the OEC.*

You should not destroy, alter, delete or throw away documents or records that have been requested or required by any government agency or are the subject of litigation or instructions from Legal. If you believe that documents or records may be requested in a future investigation or litigation, consult with Legal before taking any action regarding those documents or records.

You are prohibited from providing false information on a document, including a resume or an application for employment, and falsifying a Hospira record, including production records. These actions may result in disciplinary action, up to and including termination of employment.



*I know that someone changed a production record and didn't initial or date the change. Is that a violation of the Code?*

*Production records are legal documents. The conduct you have described is "falsification" of a record. That is a serious violation of the Code and of manufacturing policies and procedures. You should report the situation.*



## PRINCIPLE # 5

### *Safeguard Hospira's Confidential Information and Individuals' Privacy and Confidential Information*

#### What Is “Confidential” Information?

Integrity and trust extend to protecting the confidentiality of information – whether related to Hospira, healthcare professionals, institutions, their patients, customers or to individuals. “Confidential” information, as used in this Code, is information that is not currently known or generally available to the public. It may be information owned by or relating to Hospira, other organizations or individuals. You should respect and protect the confidentiality of that information.

#### Hospira’s Confidential Information

Hospira, like all other companies, has information that is valuable and confidential. This information includes but is not limited to product designs, employee files, price lists, business plans, computer programs or files, manuals, procedures, customer lists, research, development, sales reports, market research and numerous other types of information. That information may belong to Hospira or may belong to another person or entity to which Hospira has committed to protect its confidentiality. If you are uncertain about whether information is confidential, consult with Legal or the *Office of Ethics & Compliance*.

As you perform your job, you may learn of or have access to Hospira's confidential information. You are responsible for safeguarding that information against inappropriate use or disclosure. This means:

- Not sharing Hospira confidential information with family members, friends, co-workers or others who do not have a legitimate business need to know.
- Not talking about Hospira's confidential information in a public place, such as an airport or trade show.
- Not communicating with reporters or investors unless you have been authorized to do so by Public Affairs or Investor Relations.
- Not providing product or sales information to a market research firm unless the appropriate confidentiality agreement has been signed.

You should only discuss Hospira's confidential information with others who have an ethical and legitimate business need to know. Before discussing confidential information with non-Hospira employees, they will need to sign a Hospira Confidential Disclosure Agreement (“CDA”), which you can obtain from Legal.

You should remain alert to any situations in which Hospira's confidential information could be the subject of misuse, loss or theft. An unintentional disclosure of Hospira information can be just as harmful as an intentional one.

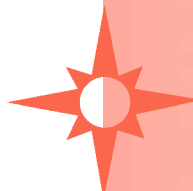
What should you do if you become aware of an incident where Hospira's confidential information has been wrongfully disclosed? You should report the incident promptly to your manager, another manager, Security, Human Resources, Legal or the *Office of Ethics & Compliance*.

#### Inside Information

“Inside” information is the confidential information that you receive as you work in Hospira that is not generally available to the public. Because Hospira, Inc. is a publicly traded company, it is important that you safeguard that information and not disclose or misuse it.

*I work in a Hospira facility, building a production line for a new product. A friend of mine heard about the project and asked me what new product Hospira will make on that line. Is it okay for me to tell him?*

*No, it's not okay. This is Hospira's information that must be kept confidential. If you tell your friend, you will be in violation of Principle of Integrity #5.*



If you or someone with whom you share the information uses that inside information in trading the stock or other security of Hospira or another company that Hospira is doing business with, you and the other person may be subject to serious penalties, fines, imprisonment and other consequences. This activity, known as "insider trading," is strictly prohibited by the United States Securities and Exchange Commission. You are at risk of becoming an insider by virtue of the confidential information that you learn in connection with your job. Without meaning to do so, you could make your family and friends insiders by sharing that information with them, an activity known as "tipping." That could become a serious problem for you and for them if trading occurs.

To protect against possible insider trading, you must discuss business matters only with individuals representing Hospira who have a Hospira business-related right to know that information. You should be particularly careful with Hospira's confidential information during "blackout periods." These are the periods of time around the dates of earnings announcements and other significant financial events, when the need to protect confidential insider information against inappropriate disclosures or misuse is even greater than under ordinary circumstances.

Contact the *Office of Ethics & Compliance* or Legal if you have any questions about whether you may safely buy or sell Hospira stock, exercise Hospira stock options or otherwise trade in the public securities of Hospira or other companies about which you have confidential information.

## Individuals' Privacy and Confidential Information

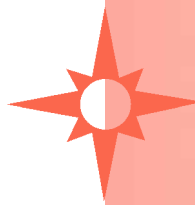
In the course of your job, you may learn of confidential information related to individuals including employees, contractors or patients who participate in our clinical trials or use our products. You must respect those individuals' rights of



privacy and safeguard the confidential nature of such information. For instance, you must protect the confidentiality of any individually identifiable patient healthcare information or employee information by not discussing or recording it in any inappropriate manner.

*I work near Purchasing and I heard that Hospira plans to change suppliers of a raw material. We will double the new supplier's sales. Can I buy stock in that company?*

*No, that information is considered "inside information" since you learned of it because of your job within Hospira. You must not buy or sell stock in that company before the new supplier arrangement is made public.*





## PRINCIPLE # 6

*Act with Integrity in All Interactions with Organizations and Individuals Outside of Hospira*



### What Types of Interactions?

Hospira engages in many types of interactions with organizations and individuals outside of Hospira. Those interactions include purchasing products and services from suppliers, independent contractors and consultants; selling products and services to customers, distributors and wholesalers; engaging in clinical research projects with clinical investigators and contract research organizations; evaluating business opportunities with other companies; inspections of Hospira's operations by governmental agencies; meetings with trade associations and many other types of interactions. In any of the interactions you have with organizations and individuals outside of Hospira, you are expected to conduct yourself with the same integrity, respect and honesty that you use in your interactions within Hospira.

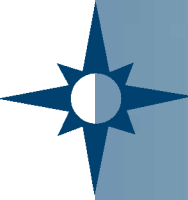
### Fair Competition

Hospira is committed to fair competition. That means, among other things, that those who are involved in the procurement, marketing or sales of products or services must act ethically and abide by all laws and regulations that apply to those activities, including antitrust laws, anti-kickback and false claims acts. Hospira will not engage in or tolerate the engagement in unfair methods of competition or unfair or deceptive acts or business practices.

### No Bribes, Kickbacks or Other Improper Inducements

Hospira encourages ethical business practices and socially responsible industry conduct and will not use any unlawful inducement in order to sell, lease, recommend or arrange for the sale, lease, prescription or preferential treatment of our products or services. No payment, gift, meal, entertainment, loan, service or other items of value may be offered or given with the intent to induce or in exchange for an agreement or understanding that Hospira products or services will be used, purchased, leased, ordered, prescribed, recommended or otherwise preferred.

You need to be careful to avoid even the perception of offering or accepting an improper inducement, bribe or kickback, or engaging in any other activity that could unduly influence a decision-maker's judgment.



*In certain countries outside of the U.S., refusing a gift from a business associate could be considered an insult. I am preparing to visit one of those countries on business and believe a gift may be given to me. I don't want to violate the Code. What should I do?*

*Plan ahead. Before traveling to these countries, contact the OEC or Legal for guidance.*

Business courtesies such as modest meals and nominal gifts may only be offered or provided if in compliance with Hospira policies and procedures as well as the laws, regulations, codes of conduct, policies and procedures applicable to the other company and to the individual recipient. In the United States, for example, Hospira's Federal Healthcare Policies, as well as the Procedures for Interactions with Healthcare Professionals, provide greater detail on these topics.

It is impossible to be familiar with all of the laws, regulations and other restrictions in all of the different jurisdictions. You should contact either the *Office of Ethics & Compliance* or Legal for guidance if you have a question about the appropriateness of offering, giving or receiving any gift, meal, entertainment, service, payment or any item of value to or from any persons or firms outside of Hospira.

## Government Employees and Officials: Additional Precautions

The laws and regulations of the governments of most countries, provinces, states and local jurisdictions give specific guidance about what may or may not be offered, paid or given to government employees, contractors and agents. There are restrictions that apply to meals, travel, entertainment, gifts, payments and other types of interactions that may be regarded as inappropriate or unlawful inducement to do business or take a particular action.



*A competitor called me to compare prices on a bid we will submit soon. I refused to provide the information. Was that correct?*

*Yes, you did the right thing. Discussing prices with a competitor is unfair competition and is a violation of laws as well as Principle of Integrity #6.*

It is unlawful in all countries to offer, either directly or indirectly, to pay a government official or for them to accept payment for the purpose of inducing business. "Government officials" include healthcare professionals who are part of nationalized or public healthcare systems. The consequences of violating these laws and regulations can be serious for all involved.

It is your responsibility, in consultation with the *Office of Ethics & Compliance* and Legal, to determine if different laws apply to your interactions with regional, national, provincial, state, county or local government employees or officials.



*In my business travels, I frequently meet with customers to discuss business over a meal. What is a "modest" meal?*

*A modest meal means moderate in price and setting. You should select a restaurant that is neither the most nor the least expensive available. The primary purpose for the meal is to discuss business.*



## PRINCIPLE #7

### *Avoid Conflicts of Interest*

#### What Is a “Conflict of Interest”?

You must conduct Hospira's business dealings ethically, fairly and in the best interest of Hospira. This means being free of any real or potential conflict of interest. A conflict of interest can occur whenever a person has two or more competing interests that may interfere with his or her ability to make fair decisions.

A conflict of interest or the appearance of a conflict of interest exists if you, a close family member (a parent, spouse, domestic partner, child, sister, brother or in-law) or a close friend:

- Works for a company or organization that Hospira may be doing business with, wants to do business with or wants to acquire;
- Is currently or has been employed in the past 5 years by such a company or organization;
- Serves on a board of directors of such company or organization.

These are just a few examples of conflicts of interest. There are, of course, many other situations that may present conflicts of interest, real or potential.

#### What Should You Do If a Conflict of Interest Arises?

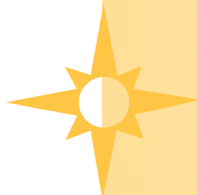
If you encounter a real or potential conflict of interest situation, there are four steps you must take:

- Promptly disclose in writing the situation to your manager and his or her manager.
- Remove yourself from the decision-making process.
- Do not try to influence the decision-making process in any manner.
- Do not get involved in the day-to-day business relationship between Hospira and that company or organization.

You may not be able to resolve a conflict of interest situation on your own. Use the “*Integrity Test*” or seek guidance from your manager, another manager, the *Office of Ethics & Compliance*, Human Resources or Legal if you have a real or potential conflict of interest.

*My family owns a printing company.  
Can it compete for Hospira business?*

*Yes, if you appropriately disclose the potential conflict of interest and do not get involved in the related Hospira business selection process or in the day-to-day dealings between Hospira and the printing company.*





## PRINCIPLE # 8

*Accept the Responsibility of Being an Ethical Global Citizen*

### Community Involvement

Hospira's Vision of "Advancing Wellness™ through the right people and the right products" carries with it a commitment to our communities. Acknowledging social responsibility through active citizenship and thoughtful giving is part of our unwavering commitment to the communities we work and live in.

### Caring for the Environment

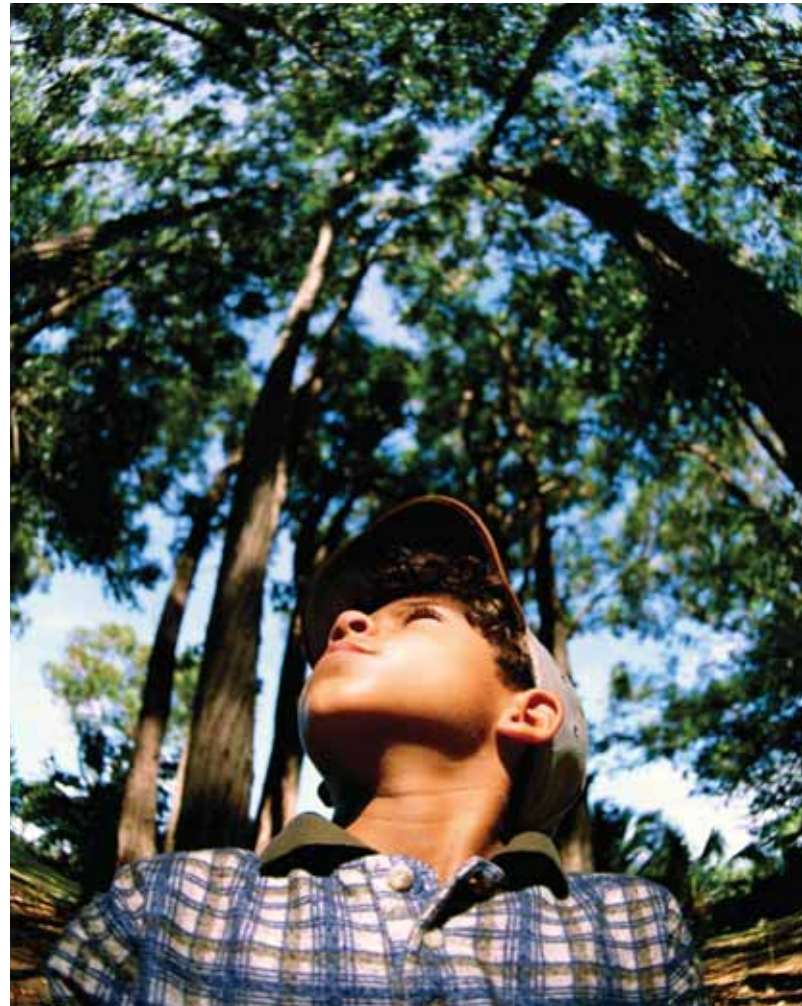
Hospira wants to preserve our environment and natural resources for now and for the future. In addition to complying with applicable laws, regulations and Hospira's Environmental, Health and Safety Policy and Standards, we will look for ways to reduce the environmental impact of our operations, products and services. We will adopt practices that result in sound utilization of chemicals and natural resources.

### Participation in the Political Process

Hospira encourages each individual to participate in the legitimate political process of his or her country, state or other political unit. However, such activity must only occur in the individual's own capacity, on the individual's own time, and not on behalf of Hospira. You may not conduct political activity on company time or property. Any support for political candidates, parties, events or causes must be purely voluntary.

### Political Contributions by or on Behalf of Hospira

The act of offering, making or arranging for political contributions by or on behalf of companies is tightly controlled by law and regulation. Certain governments prohibit such activity. No contribution to political candidates, parties, events or causes should be offered, made or arranged for by Hospira or on behalf of Hospira without the written authorization of Legal.



# WHAT SHOULD YOU DO IF YOU HAVE AN ETHICAL OR LEGAL CONCERN?

## Integrity Begins with You


Each of us must act with integrity because Hospira's products and services impact the health and well-being of people everyday. Our customers and patients, our families, our communities and Hospira's shareholders are counting on us as a company and as individuals to conduct ourselves with integrity.

## Take Responsibility

You are responsible for:

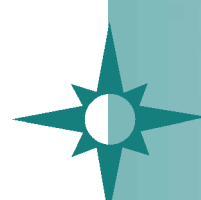
- Knowing and doing what is expected of you in your job.
- Reading, understanding and following the Hospira Code of Business Conduct and the *Eight Principles of Integrity*.
- Seeking guidance when you need it.
- Reporting any potential violations of the Code.

All of us are responsible for promptly raising concerns about any possible violations of the Code. You should report any concerns or issues that you have as well as potential or suspected wrongdoing of officers, employees, contractors and agents. The goal is to raise concerns so that they can be addressed quickly and effectively before they become more serious. You should take your concern promptly to your manager, another manager, Human Resources, Legal or to the *Office of Ethics & Compliance*. Lastly, you should not attempt to conduct an investigation yourself.



*I am a quality supervisor. How will management react if I admit to making an honest mistake?*

*Management is expected to act in a manner consistent with the Code. Your integrity in admitting the mistake will be taken into account in the resolution of the matter.*



*If I fail to report a Code violation that I observe in the workplace, have I actually done anything wrong?*

*Yes. Integrity begins with you. The failure to report a Code violation is itself a violation of the Code. It may actually be a violation of a law too.*

## Contacting the Office of Ethics & Compliance

You may report concerns to the *Office of Ethics & Compliance*, and you may do so anonymously if you wish. You can contact the *Office of Ethics & Compliance* in one of the following ways:

### Phone

- **OEC Helpline:** 1-866-311-4OEC (4632) for calls in the U.S. (including Puerto Rico) and Canada. See the *OEC* website for International Access numbers. The *OEC* Helpline is open 24 hours a day, 7 days a week and 365 days a year.
- **Office of Ethics & Compliance:** 1-224-212-2669 during normal business hours in the Central time zone of the United States. (Collect calls will be accepted.)

### Fax to the Vice President:

*Office of Ethics & Compliance*  
1-224-212-2116

### E-mail: [OEC@Hospira.com](mailto:OEC@Hospira.com)

### Write to the Vice President:

*Office of Ethics & Compliance*  
Dept. 51Y, H1-2S  
275 North Field Drive  
Lake Forest, IL 60045

**Label your correspondence "Confidential – For the Vice President, *Office of Ethics & Compliance*."**

## Confidentiality Will Be Safeguarded

When you contact the *OEC Helpline* or the *Office of Ethics & Compliance* directly, you may request that your identity be kept confidential. If you contact the *OEC Helpline*, you may do so anonymously. Your identity and your report will be kept confidential to the extent possible while still allowing Hospira to investigate and take appropriate action.

### *What information should I provide when reporting a concern?*

*You should state:*

- *Your concern*
- *Names of individuals involved*
- *Location*
- *Time/date of the events*
- *Any additional witnesses or individuals who can confirm the information*
- *Any other facts that you have about the matter*



## Zero Tolerance for Retaliation

Hospira strictly prohibits retaliation against anyone who in good faith reports any actual or potential Code violation or concern. If you believe you are being retaliated against, harassed, or punished by management, co-workers or others for making a report, or if you observe retaliation for good faith reporting, you should report the retaliation to the *Office of Ethics & Compliance*, your manager, another member of management, Human Resources or Legal. Hospira will not tolerate retaliation against good faith reporting.

*continued on page 22*

### *What if I report an issue and then experience retaliation from a co-worker?*

*If you have honestly reported a possible violation of the Code and a co-worker retaliates against you, report it. Hospira will investigate and take appropriate action. This is true even if the conclusion is that the matter you initially reported was not a violation of the Code.*

# WHAT SHOULD YOU DO IF YOU HAVE AN ETHICAL OR LEGAL CONCERN?

## All Reported Matters Will Be Investigated

Hospira will promptly investigate all reports and allegations of violations of the Code, including reports of retaliation. All investigations will be pursued to resolution. You are expected to cooperate in any investigation of a possible violation of the Code. If Hospira determines that corrective action is required to remedy a situation and prevent its recurrence, Hospira will take the appropriate steps, including disciplinary action up to and including termination.

## Follow-Up

If you report an issue, you can follow up with more information or to determine the status of the matter. You can either call the *Office of Ethics & Compliance* directly or the *OEC Helpline*. All matters reported to the *OEC Helpline* will be given a case number that you will need, to follow up on the matters reported through the *OEC Helpline*.

## Accountability

One of Hospira's Values is accountability. All of us must be accountable for our actions and for complying with the Code.

## Discipline

Hospira will take disciplinary action, as appropriate, up to and including termination, for the following:

- Violation of the Code
- Participation in a violation of the Code
- Failure to report a known incident or concern
- Knowingly making a false report
- Refusal to cooperate with an investigation
- Manager's failure to appropriately act upon a violation or concern or intentional disregard of a possible issue
- Retaliation, retribution or harassment of any person who has in good faith reported a concern or an actual or potential violation of the Code



*What will happen if someone deliberately makes a false report in order to get me in trouble with my manager?*

*Knowingly making a false accusation is a serious matter. It could result in disciplinary action, up to and including termination.*

## THANK YOU

Thank you for reading and complying with Hospira's Code of Business Conduct. If you have questions or concerns, please contact your manager, another manager, Human Resources, Legal or the *Office of Ethics & Compliance*. The *OEC Helpline* number is: 1-866-311-4OEC (4632). Remember to use the Code as your ethical compass.

Hospira reserves the right to amend or alter the Code at its discretion. Please check the *Office of Ethics & Compliance* site on [www.OurHospira.corp](http://www.OurHospira.corp) or [www.Hospira.com](http://www.Hospira.com) for the most current version of the Code.

Remember to use the Code as your ethical compass.



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## What is expected of you?

- Be familiar with and comply with the Code of Business Conduct and the *Eight Principles of Integrity*.
- Avoid conduct that violates the Code.
- Promptly report any potential violation of the Code to your manager, another manager, Human Resources, Legal or the *Office of Ethics & Compliance*.
- Cooperate in any inquiry into the facts.
- Use "The *Integrity Test*" when you are faced with a difficult decision.

## When you are faced with a difficult issue, use "The Integrity Test" to lead you to the right decision.

- Is it the right thing to do?
- Is it legal?
- Is it consistent with the Code?
- What would the consequences be for you and for others?
- How would your family or friends react?
- How would it look in the newspaper or on television?
- When you look yourself in the mirror, will you be able to say, "I made the right decision. I followed my ethical compass"?

## Integrity begins with you

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*Integrity begins with you*



Hospira, Inc.  
275 North Field Drive  
Lake Forest, IL 60045  
[www.hospira.com](http://www.hospira.com)

Please note that Hospira's Code of Business Conduct is not an employment contract. The Code does not alter the terms of any employment or other contract with Hospira.

Any waiver or exception to this Code of Business Conduct requires written approval of the *Office of Ethics & Compliance*. Any waiver or exception of the Code for corporate officers also requires written approval by the Board of Directors or a Board Committee.

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