

Wyeth

Antitrust Compliance Guidelines



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Mission, Vision and Values	IBC
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Dear Wyeth Employees:

These Antitrust Compliance Guidelines have been prepared to remind all Wyeth employees about the importance of complying with antitrust and competition laws and the impact these laws have on the way we conduct our business. Antitrust laws affect almost every aspect of our business – including our international activities, which may be subject to U.S. antitrust laws, as well as the competition laws of the European Union and the national competition laws of the countries where we do business.

Our policy is to comply in all respects with the antitrust laws of the United States and other jurisdictions whose laws apply to our business. No one is authorized to direct, request or suggest that any Wyeth employee take actions that are contrary to antitrust laws or our policies. Substantial harm can result both for Wyeth and the employees involved if these laws are violated – or even if there is the appearance of a violation. As the guidelines point out, the penalties for violating antitrust laws are severe.

These laws are complex, and it is not always easy to determine if a particular action or decision raises an antitrust issue. It is the responsibility of each Wyeth employee to be aware of the antitrust laws and be alert to situations or proposals that could raise a potential compliance issue. Any antitrust questions or concerns should immediately be referred to Wyeth's Law Department. If you are uncertain about an antitrust issue, always err on the side of caution and seek assistance.

As we work together to achieve Wyeth's vision to be the best pharmaceutical company in the world, remember that one of our key values is integrity – to do what is right for our customers, our communities, our shareholders and ourselves. Ethical conduct and compliance with the law are essential elements of integrity, and Wyeth is strongly committed to those principles in every facet of our business. I look forward to your continued cooperation in meeting our important antitrust compliance responsibilities.

A handwritten signature in black ink, appearing to read "Robert Essner".

Robert Essner
Chairman, President and Chief Executive Officer

Antitrust Compliance Guidelines

I.

Purpose of the Antitrust Laws

The purpose of the antitrust laws is to preserve a competitive economy in which free enterprise can flourish. Therefore, Wyeth's long insistence upon full compliance with all legal requirements in the antitrust field has not been based solely on the desire to comply with the law as a good corporate citizen but also on the conviction that the preservation of a free competitive economy is essential to the welfare of Wyeth and the economy generally.

These are general guidelines only, and all questions regarding antitrust issues should be referred to the Law Department, which has the responsibility for considering the antitrust implications of Wyeth's business activities. As described more fully below, violations of the antitrust laws can be very costly to the Company and to the individuals involved.

It is the individual obligation of every employee to comply with the Company's antitrust policy. Anyone who violates Wyeth's antitrust policy is subject to disciplinary action. Involvement in an antitrust violation may lead to the loss of pay increases, demotion or termination of employment by Wyeth.

All employees should feel free to consult directly with the Law Department and General Counsel on any matter relating to antitrust issues.

Raise antitrust questions with attorneys.

II.

Penalties for Violation of the Antitrust Laws

Not only are there severe penalties for violations of antitrust and competition laws, but other serious consequences can result from violations of these laws.

Legal Consequences

Prison Sentences: In the United States, prison sentences of up to ten years per offense may be imposed on any officer or employee who is found guilty of a criminal antitrust offense. In recent years, we have seen more criminal prosecutions of antitrust offenses result in the conviction of corporate officers and employees as felons with increased and lengthier sentences of imprisonment.

Fines: In the United States, fines of up to \$100 million for each criminal offense may be imposed on a corporation and of up to \$1 million on each individual convicted of an antitrust offense. An alternate maximum fine may be an amount of up to twice the gain from the violation or twice the loss suffered by the victims of a violation. Additionally, violations of state antitrust laws and the antitrust laws of other countries can result in significant penalties. In the European Union, fines of up to ten percent of a company's worldwide annual sales may be imposed.

Injunctions: In civil proceedings, a decree that enjoins specified activities can be entered against a corporation and its officers and employees. Such injunctions often prohibit conduct that otherwise would be lawful, and the prohibitions also can be broader than the business area that led to the proceeding in the first place. Thus, antitrust injunctions can not only prohibit unlawful conduct but also can severely restrain the legitimate business activities of the Company.

Antitrust violations can have serious consequences for both Wyeth and employees.

Treble Damages: In the United States, businesses or individuals injured by an antitrust violation can recover in a civil action three times the amount of damages actually suffered.

Legal Fees: Aside from the defendant's own legal expenses, which can be very substantial, the defendant in an antitrust case may be required to reimburse all of the successful plaintiff's legal fees. These costs are in addition to any final award of treble damages granted to a successful plaintiff.

Other Consequences

Emotional Costs: In the event of a criminal indictment, an individual will face booking, fingerprinting and mug shots and will undergo enormous personal and family strain.

Thus, an individual can incur substantial costs and other adverse economic and personal consequences from participation in an antitrust violation.

An antitrust violation can severely harm not only the Company but also the individual involved.

III.

Compliance with the Antitrust Laws

Relations with Competitors

Do not agree with competitors on prices, markets or customers.

It is against Wyeth policy to have any discussion or communication with any representative of a competitor concerning past, present or future prices, pricing policies, bids, discounts, promotions, terms or conditions of sale, royalties, customers, territorial markets or production quotas. This policy applies to every product we sell or buy. The policy includes all such information about our products or about our competitors' products. It follows, of course, that *Wyeth employees must never have any agreement, express or implied, with a competitor concerning prices, geographic markets, customer allocation or output.* This includes not only formal written or oral agreements but also "gentlemen's agreements" and tacit understandings, as well as informal so-called "off the record" conversations.

In order to avoid any unwarranted inferences, make it your practice not to discuss any business matters with someone who is employed by a competitor without specific approval by the Law Department.

Wyeth's prices must be determined independently in light of our costs and market conditions. While competitors' prices should be considered in determining our own prices, they should be obtained only from sources other than competitors, such as published price lists and customers. It, of course, is permissible to learn about the condition of the market from public sources and independent third parties. However, it is contrary to Wyeth policy to send a price list or other price information to a competitor or to receive a price list or price information from a competitor.

One exception to the foregoing policies concerning relations with competitors exists when a competitor also is a customer or a supplier of Wyeth. In that case, it is permissible to discuss or agree upon prices charged to or by Wyeth solely in the buy-sell transaction between Wyeth and that competitor. Wyeth may send prices

to a competitor in connection with the buy-sell transaction only when the competitor is an actual or likely purchaser of the particular product in question. Wyeth should receive prices from a competitor only if Wyeth is an actual or likely purchaser of the particular product. If the purchaser of Wyeth's products is not a competitor, you are free to discuss competitors' prices and market conditions with the purchaser.

Benchmarking

Benchmarking is the examination by a company of the business practices or processes of other firms in order to evaluate and improve its own performance. Benchmarking generally will promote competition by helping a company to improve its efficiency. *However, benchmarking may involve competitors and, consequently, may raise antitrust issues whether done directly with other companies or through a third party.* Therefore, you must consult with the Law Department before participating in any benchmarking activities. Similarly, educational meetings and seminars involving competitors may raise antitrust concerns. You must consult with the Law Department if such meetings may deal with subjects covered by these guidelines.

Consult with the Law Department before benchmarking.

Trade Associations

Trade associations typically involve meetings of competitors. *Therefore, employees participating in trade association activities must keep the Law Department informed about their trade association participation.* Employees attending a trade association meeting should first consult with the Law Department and provide an agenda and program if they are available. When sales or marketing representatives of competitors are likely to be present at a meeting, you should consult with the Law Department to determine if it is necessary to have an attorney present.

Trade association activities require advice from the Law Department.

You must obtain Law Department approval before submitting statistics or other information to a trade association or any of its committees or to any other third party.

Relations with Customers and Suppliers

Consult with the Law Department before terminating a customer.

As a general rule, Wyeth is free to select its own customers and suppliers. However, any understanding or agreement with a competitor – whether formal or informal, express or implied – to refrain from doing business with a third party is against Company policy. This, of course, does not prevent the exercise of independent judgment based on usual credit sources in determining whether to do business with another company.

The Law Department must be consulted before Wyeth terminates its relationship with any customer or refuses to sell to any customer or prospective customer (whether or not Wyeth has done business with the party in the past), other than for valid credit reasons, because refusals to sell frequently lead to litigation.

Agreements

To minimize antitrust risk, Law Department approval is necessary before entering into any distribution or supply agreement or any patent, trademark or know-how license agreement.

Resale Prices

Do not agree with a customer on its resale prices.

Wyeth is permitted to suggest resale prices to customers. *However, it is against Wyeth policy to have any understanding or agreement – whether formal or informal, express or implied – concerning the resale prices charged by a customer.* It is up to the customer, using its independent business judgment, to decide whether to follow any Wyeth suggestions. Customers shall not be required to adhere to Wyeth's suggestions, and it is against Wyeth policy for continued dealings with a customer to depend on adherence to such suggestions.

Territory and Customer Restrictions

The Law Department must approve any restrictions on the places where, or the customers to whom, a customer may resell or restrictions on competitive merchandise that may be handled by a customer.

Tying Arrangements

It is against Company policy to condition the sale of one product to a customer upon the customer's purchase of another product

unless the Law Department has approved the arrangement. Under certain circumstances, the bundling of products also may raise antitrust issues. Accordingly, agreements bundling different products require Law Department approval.

Price Discrimination and Promotional Allowances

The provisions of the U.S. Robinson-Patman Act are particularly complex. They relate to direct and indirect price discrimination between customers, to promotional allowances and to brokerage fees (payments to persons representing the buyer).

The Robinson-Patman Act makes it unlawful to sell a product to one purchaser at a price lower than that charged another purchaser of the same or similar product, if the likely effect of the difference in price may be substantially to injure competition. Nominal or invoice price is not the only factor in considering whether the prohibited discrimination has occurred. Differences in terms and conditions, such as in credit terms, can affect the cost to the purchaser. Thus, rebates, allowances, commissions and other price terms, not only invoice prices, are subject to scrutiny under the Act.

There are many instances, however, in which a price differential would not be a discrimination that violates the Act. Depending on the facts, these may include price differences necessary to “meet competition” and functional discounts to different levels of the distribution chain. Also, sales to non-profit institutions for their own use are exempt from the provisions of the Act.

In addition to the Robinson-Patman Act in the United States, European Union laws and the national laws of many countries may apply to price discrimination and promotional allowances.

Because the laws in the United States and other countries are so complex, the Law Department should be consulted whenever you have a question regarding price discrimination, promotional allowances or brokerage fees. The laws applicable in these cases, and the defenses and exemptions to these laws, are very technical. You should not depart from approved procedures in this area unless specific approval by the Law Department has been obtained.

IV.

Government and Other Requests for Information

Wyeth's policy is to cooperate with every reasonable request of federal, state, municipal or other governments seeking information concerning Company operations for antitrust enforcement or for other purposes as well. At the same time, Wyeth is entitled to all the safeguards provided by law, including representation by counsel. Therefore, if a representative of the U.S. Department of Justice or the Federal Trade Commission, a member of the Federal Bureau of Investigation or any representative of any other government agency requests an interview with any Company personnel, or seeks data or copies of documents, or requests access to files, the person should be told that the Company will cooperate, but the matter first must be referred to the Law Department. This procedure should be followed whether the request is written or oral or is made at the office or elsewhere. *It is not necessary to get a government request for information or documents in writing. However, you must report all such requests, written or oral, to the Law Department by telephone immediately.* The Law Department then will provide advice as to further action. If you receive a request for an interview from a private party in a litigation or for data or copies of documents, you should also follow the above procedures.

V.

Litigation

The Law Department must be notified before the Company threatens to sue or institutes litigation of any kind. The Law Department also must be notified before the Company makes a complaint with a government agency about the actions of others. If antitrust litigation is threatened or commenced against Wyeth, you must notify the Law Department immediately.

VI.

Conclusion

The material set forth here is intended to provide you with guidelines only, to assist you in avoiding danger areas and in recognizing situations in which you should consult with the Law Department. These guidelines should not be regarded as a substitute for legal advice and guidance on any specific transaction, activity or conduct. *In all cases where you have any questions or doubts about a particular situation, you should STOP and contact the Law Department before proceeding further.*

As a final note, you are required to acknowledge the receipt of these guidelines by signing and returning the enclosed form to your local human resources representative. This acknowledgment will become a permanent part of your personnel record. The execution of the acknowledgment is required to underscore your awareness of the seriousness with which Wyeth regards these guidelines and your obligation to familiarize yourself with them and to comply.



Antitrust Compliance Guidelines Acknowledgment Form

I have read and understand Wyeth's Antitrust Compliance Guidelines. If I have any questions or need further explanations regarding any item or subject covered in these Guidelines, I shall contact the Wyeth Law Department. In the event I become aware of a potential or actual antitrust problem, I shall immediately report the facts to the Wyeth Law Department.

Date

Signature

Name (print)

Title/Position

Location

Mission & Vision

Mission

We bring to the world pharmaceutical and health care products that improve lives and deliver outstanding value to our customers and shareholders.

Vision

Our vision is to lead the way to a healthier world. By carrying out this vision at every level of our organization, we will be recognized by our employees, customers and shareholders as the best pharmaceutical company in the world, resulting in value for all.

We will achieve this by:

- Leading the world in innovation by linking pharmaceutical, biotech and vaccine technologies
- Making quality, integrity and excellence hallmarks of the way we do business
- Attracting, developing and motivating the best people
- Continually growing and improving our business

Values

To achieve our mission and realize our vision, we must live by our values:

Quality

We are committed to excellence – in the results we achieve and in how we achieve them.

Integrity

We do what is right for our customers, our communities, our shareholders and ourselves.

Respect for People

We promote a diverse culture and an environment of mutual respect for our employees, our customers and our communities.

Leadership

We value people at every level who lead by example, take pride in what they do and inspire others.

Collaboration

We value teamwork – working together to achieve common goals is the foundation of our success.

Wyeth

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On the Cover

Front (left to right):
Byron McKinsey,
Cristina Csimma,
Velupillai Puvanesarajah
Back (left to right):
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